THE LION KING

WORKING DRAFT OF: August 20, 1993

Written by

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Music by Elton John

Lyrics by Tim Rice

IN DARKNESS:

A Native African VOICE calls out in SONG.

FADE IN:

Dawn. The sun slowly rises over an African plain -- full, brilliant.

Native African VOICES respond in SONG. The SOLO VOICE continues, joined by the group.

CLOSE ON

ANIMALS - alert to the sound: a RHINO, TOPIS, MEERCATS, a CHEETAH, several MARABOU STORKS. Another marabou stork enters frame. Intro SONG: "THE CIRCLE OF LIFE"

The stork takes wing.

EXT. VICTORIA FALLS

The rising sun lights the cascading water. The marabou storks fly across frame.

EXT. PLAIN WITH KILIMANJARO IN B.G.

ELEPHANTS walk along through the morning mist.

AERIAL SHOT - A RIVER

Flocks of airborne FLAMINGOES cast shadows on the meandering waterway, below.

GAZELLES

leap and run across a grassy plain.

EXT. A HILL

A MOTHER GIRAFFE crests the hill, followed by her baby, as the song lyric begins:

VOICE
(singing)
FROM THE DAY WE ARRIVE ON THE PLANET
AND BLINKING STEP INTO THE SUN
THERE'S MORE TO SEE THAN CAN EVER BE SEEN
MORE TO DO THAN CAN EVER BE DONE

The mother and child giraffes cross frame and reach a crest that overlooks a huge migration of animals. They lope down the hill to join them. We HOLD ON:

A TREE BRANCH

where ants carrying leaves march across. RACK FOCUS to reveal:

ZEBRAS

below -- trotting in the same direction as the rest of the herds.

DOWN SHOT - GUINEA FOWL

waddle toward us... as dust reveals:

A HUGE ELEPHANT

who crests an incline and lumbers toward us... The guinea fowl scamper ahead. One is almost stepped on by the elephant's huge hoof.

EXT. A STREAM

reflecting the morning sun. The reflection is shattered by ZEBRA who leap into the water and cross - causing an explosion of shimmering droplets. In the b.g., AN ELEPHANT with birds perched on its head and tusks gives them safe passage across the stream. PAN to see the animals getting out of the stream and joining a SCREENFUL of animals, all walking in the same direction.

VOICE (CONT'D)
THERE'S FAR TOO MUCH TO TAKE IN
HERE
MORE TO FIND THAN EVER BE FOUND
BUT THE SUN ROLLING HIGH
THROUGH THE SAPPHIRE SKY
KEEPS GREAT AND SMALL ON THE
ENDLESS ROUND

The light changes. PAN to REVEAL:

EXT. PRIDE ROCK - CONTINUOUS

An impressive mountain: with many plateaus, levels and textures. It stands castle-like in the center of the Pride lands.

VOICE (CONT'D)
IT'S THE CIRCLE OF LIFE
AND IT MOVES US ALL
THROUGH DESPAIR AND HOPE
THROUGH FAITH AND LOVE
ON A PATH UNWINDING
TILL WE FIND OUR PLACE

IN THE CIRCLE
THE CIRCLE OF LIFE

AERIAL SHOT - CONTINUOUS

WE TRACK in with a hornbill (ZAZU) who flies over the gathered animals and ANGLES up, up, up to the promontory.

He lands and bows regally to an O. S. character. He gestures with his wing, indicating that all is ready... and reverently backs away.

ANGLE - MUFASA

The rising sun lights this regal, commanding lion (MUFASA) -- who acknowledges Zazu with a warm nod.

REVERSE ANGLE

Below, the animals are collected in a natural amphitheater.

WITH MUFASA

Surveying the situation.

WITH THE ANIMALS

Gourds and on the top of a walking stick make their way through the crowd. An old baboon (RAFIKI)' — who carries the walking stick -- hobbles out from the crowd, toward Pride Rock. There is mystery and humor to this old fellow as he ambles forward and scales the cliff.

EXT. EDGE OF PLATEAU, ABOVE

Rafiki's head pops up. He ambles to a standing position, goes right to Mufasa and gives him a hug. Mufasa beams. These guys obviously go way back. They turn and look at:

A LIONESS

(SARABI) who has her newborn cub (SIMBA) nestled at her feet.

FULL SHOT

Mufasa lovingly nuzzles Sarabi. Then he nuzzles the little cub.

MUSIC UNDER:

ANGLE - THE CUB

Rafiki looks at him. He shakes a gourds on his walking stick over Simba and they RATTLE. He cracks a gourd open and smears some goo on the little guy's forehead. He takes a handful of dirt and sprinkles it over Simba. Simba SNEEZES. Mufasa and Sarabi, doting parents, think this is adorable.

RAFIKI

ever-so-carefully lifts Simba and carries him to the promontory of Pride Rock. He holds the cub up for all to see.

The animals react with glee: ELEPHANTS trumpet; MONKEYS applaud and do somersaults; ZEBRAS stomp.

THE SKY

A shaft of sunlight shines down through the clouds on the future king.

THE ANIMALS

bow and genuflect grandly.

SUMMIT OF PRIDE ROCK

Rafiki holds the cub high. Mufasa and Sarabi watch.

VOICE (CONT'D)
IT'S THE CIRCLE OF LIFE
AND IT MOVES US ALL
THROUGH DESPAIR AND HOPE
THROUGH FAITH AND LOVE
ON A PATH UNWINDING
TILL WE FIND OUR PLACE
IN THE CIRCLE
THE CIRCLE OF LIFE

MUSIC OUT.

FADE OUT

TITLE CREDIT: "THE LION KING"

SEQ. 1.2 (SCAR, ZAZU, MUFASA)

FADE IN:

A ROCK SURFACE - A SHORT TIME LATER

A chameleon blends in with its terrain. Its eyes shift. It walks away. PAN DOWN the rock to reveal a shadow... then a dark crevice.

DARKNESS

Two little eyes dart erratically across FRAME. As b.g. becomes lighter, we realize that the eyes belong to a FIELD MOUSE.

EXT. SHADE TREE AREA - CONTINUOUS

As the field mouse scampers, a huge lion paw THUDS into frame and traps the mouse in its jail-like claws. PULL BACK TO REVEAL:

SCAR, a thin, angular lion with an attitude problem. He gingerly lifts the mouse by its tail and dangles it over his gaping mouth. Rather than eat the mouse, Scar rolls it through his paw the way a gambler rolls a coin.

SCAR
Life's not fair. Yes -- You see, I shall never be king. And you shall never see another day. Adieu.

As Scar is about to eat the mouse, he HEARS:

ZAZU (O.S.)
Didn't your mother ever tell you not to play with your food?

SCAR
Oh, Zazu. What do you want?

REVEAL Zazu, the hornbill we met in the opening scene. Zazu blends regal with ironic edge. He reveres his boss (King Mufasa) and disdains anyone he perceives to be a low-life cretin -- which is pretty much everybody <u>but</u> the King.

ZAZU
I'm here to announce that King Mufasa's on his way. And you'd better have a good excuse for missing the ceremony this morning.

The little mouse escapes to freedom.

SCAR
(mock sad)
Now look, Zazu. You've made me lose my lunch.

ZAZU
You'll lose more than that when the king gets through with you. He's as mad as a hippo with a hernia.

Scar, licking his chops, advances on Zazu -- who backs away.

SCAR
Ooooo. I quiver with fear.

ZAZU
Now, Scar -- Don't look at me that way.

Scar continues stalking.

ZAZU (CONT'D)
Help!

Scar catches Zazu in his mouth. And CHOMPS his teeth shut. Mufasa enters, having witnessed what Scar just did.

MUFASA
(admonishing)
Scar!

Scar, surprised, and with a bird bulge in his mouth:

SCAR
Hmmm?

With that, Zazu's beak pokes out from Scar's lips. It looks like the mouth-within-a-mouth in "Alien."

ZAZU'S BEAK
Impeccable timing, Your Majesty.

MUFASA
(to a disobedient puppy)
Drop him!

SCAR
(releasing Zazu)
Plegh!

Zazu tumbles to the ground and shakes off.

SCAR
(to Mufasa)
Why if it isn't my big brother, descending from on high to mingle among the commoners.

MUFASA
Sarabi and I didn't see you at the presentation of Simba.
(genuine)
Is anything wrong?

SCAR
(insincere)
That was today? Oh, I feel simply awful. Must have slipped my mind.

ZAZU
Yes, well as slippery as your mind is -- as the king's brother, you should have been first in line.

Scar nips at Zazu -- who evades him.

SCAR
I was first in line until the little hairball was born.

MUFASA
That hairball is my son and your future king.

SCAR
I shall practice my curtsy.

Scar abruptly turns to walk away. Mufasa calls after him:

MUFASA
Don't turn your back on me, Scar!

Scar reels back around.

SCAR
Oh, no, Mufasa. Perhaps you shouldn't turn your back on me.

MUFASA
Is that a challenge?

Zazu ducks behind a rock.

SCAR
(pointed)
Temper-temper.
(butter wouldn't melt)
A challenge? Oh, I wouldn't dream of it.

Zazu hops forward.

ZAZU
Pity.
(a beat)
Why not?

SCAR
Well, as far as brains go, I got the lion's share. But when it comes to brute strength, I'm afraid I'm in the shallow end of the gene pool.

Scar slinks away. Zazu and Mufasa watch him leave.

ZAZU
There's one in every family, Sire. Two in mine, actually. And they always manage to ruin special occasions.

As they walk off:

MUFASA
What am I going to do with him?

ZAZU
He'd make a very handsome throw rug.

MUFASA
(good idea)
Zazu!

ZAZU
And just think. Whenever he gets dirty, you can take him out and beat him.

TIME DISSOLVE TO:

SEQ. 3: (DAY WITH DAD)

TIME PASSAGE MONTAGE

AN ACACIA TREE - DAY

Glimmering in the sunlight... then darkening as the sky clouds over. It starts to rain.

A FLAT PLAIN

rain drenches the land. LIGHTNING FLASHES.

DISTANT MOUNTAINS

the storm moves over the hills and plains, casting shadows.

DISSOLVE TO:

EXT. PRIDE ROCK - PRE-DAWN - MONTHS LATER

In the distance, Pride Rock in its pre-dawn splendor. Simba, now a full-grown cub, trots into:

INT. ROYAL CAVE - CONTINUOUS

SFX: SNORING

Simba, barely able to contain his excitement, bounds over to his sleeping parents, bumping affectionately against his father.

SIMBA
Hey, Dad. Wake up! Dad!

Mufasa doesn't respond. Simba presses on, nudging his Dad. He tugs on Mufasa's ear -- and falls off, landing with an "Ooff!"

SIMBA (CONT'D)
Dad-Dad-Dad-Dad-Dad-Dad-Dad...

SARABI
Your son is awake.

MUFASA
Before sunrise, he's <u>your</u> son.

Simba pulls on Mufasa's tail and gets gently swatted out of frame. He runs in and head butts Mufasa:

SIMBA
You promised!

Mufasa pops open one eye.

MUFASA
Okay, okay. I'm up. I'm up.

SIMBA
All-right!

Simba trots off. Mufasa immediately EXHALES into sleep. Sarabi CLEARS HER THROAT and nudges Mufasa.

SARABI
Hon-ey...

She nudges him HARD. His eyes pop open.

MUFASA
Okay! Okay!

PRIDE ROCK LONG SHOT - MINUTES LATER

Simba exits the cave, followed by his parents. He trots ahead... then runs back to his mother. Sarabi gently nuzzles him and gives him a little push on his way.

Sarabi watches proudly as Mufasa and Simba head up Pride Rock.

EXT. PRIDE ROCK - CONTINUOUS

Mufasa and Simba look out over the Pride lands as the sun crests the far horizon, shooting yellow beams across the vast expanse.

MUFASA
Simba, look: Everything the light touches is our kingdom.

Simba's eyes follow the horizon and grow wide.

SIMBA
Wow.

As Simba moves around the plateau to survey his kingdom, we see the vistas he sees.

MUFASA (V.O.)
A king's time as ruler rises and falls like the sun. One day the sun will set on my time here and will rise with you as the new king.

SIMBA
And this will all be mine?

MUFASA
Everything.

SIMBA
(in awe)
Everything the light touches.
(scanning horizon)
What about that shadowy place?

MUFASA
That's beyond our borders. You must never go there, Simba.

SIMBA
But I thought a king can do whatever he wants.

MUFASA
There's a lot more to being king than getting your way all the time.

Mufasa exits the shot. Simba follows.

SIMBA
(wide-eyed)
There's more?

MUFASA
(cautionary)
Well, Simba...

PRIDE ROCK - VISTA SHOTS

Mufasa and Simba are dots on the horizon. They look out at the land in harmony. Antelope leap and move along.

WITH SIMBA AND MUFASA

Simba is amazed and impressed by all that he sees around him.

MUFASA (V.O.)
Everything you see exists together in a delicate balance. As king you need to understand that balance and respect all the creatures -- from the crawling ant to the leaping antelope.

SIMBA
But, Dad, don't we eat the antelope?

MUFASA
Yes, Simba. But let me explain.

MUFASA (CONT'D)
(then:)
When we die, our bodies become the grass, and the antelope eat the grass. And so we're all connected in the great Circle of Life.

Simba considers this. Zazu flaps in and lands on a nearby rock.

SEQ. 3.1 (POUNCING)

ZAZU
Good morning, Sire!

MUFASA
Good morning, Zazu.

ZAZU
Checking in with the morning report.

MUFASA
Fire away!

Mufasa nods to Zazu to begin. Simba couldn't care less; he eyes a passing butterfly and lopes after it.

ZAZU
The buzz from the bees is that, well -- the leopards are in a bit of a spot...

Simba pounces toward the butterfly -- and misses. Mufasa notices, but Zazu drones on.

MUFASA
(to Zazu)
Oh, really?

ZAZU (O.S.)
The baboons are going ape. Of course.

Mufasa notices Simba's leap for the insect -- and miss.

MUFASA
(whispering)
What are you doing, son?

SIMBA
Pouncing.

MUFASA
Let an old pro show you how it's done.

ZAZU (O.S.)
The tick birds were picking on the elephants. I told the elephants to forget it, but they can't.

MUFASA
Zazu, would you turn around?

ZAZU
(turning around)
Yes, Sire.
(pressing on)
The cheetahs are hard up, but as I always say...

MUFASA
(whispering, to Simba)
Stay low to the ground.

ZAZU
...Cheetahs never prosper.

SIMBA
(to himself)
Okay, stay low to the ground.
Right, yeah.

ZAZU
Uh -- What's going on?

MUFASA
A pouncing lesson.

ZAZU
(auto pilot)
Oh. Very good. Pouncing!
(realizing)
Pouncing? Oh, no, Sire. You can't be serious!

Mufasa gestures to Zazu to turn back around. While Zazu prattles on, Mufasa instructs his son:

ZAZU (CONT'D)
(grumbling)
This is so humiliating.

MUFASA
(whispering to Simba)
Try not to make a sound.

Simba makes his way stealthily toward Zazu.

ZAZU
What are you telling him, Mufasa?...
Mufasa?... Simba?

Simba flies through the air and hits his target.

ZAZU
Aaaaaakkk!

Mufasa laughs. Zazu dusts himself off.

MUFASA
Ha-ha-ha. That's very good!

A MOLE pops up from a hole in the ground.

MOLE
Zazu!

ZAZU
Yes?

MOLE
News from the underground!

He whispers "BZZZ-BZZZ-BZZZ..." in Zazu's ear.

MUFASA
(to Simba)
Now next time...

ZAZU
(to Mufasa)
Sire -- Hyenas! In the Pride lands!

MUFASA
(exiting)
Zazu, take Simba home.

SIMBA
Aw, Dad, can't I come?

MUFASA
No, son.

Mufasa runs off.

WITH SIMBA AND ZAZU

SIMBA
I never get to go anywhere.

ZAZU
Oh, Young Master, one day you will be king. Then you can do whatever you want.

SIMBA
That's not what my dad told me.

ZAZU
Well, let old Zazu set you straight. You're going to have it all. You'll be -- Head Honcho!... Top Banana! ... The Grahhhhnd Fromage...

SIMBA
(pumped up)
All-right!

SEQ. 4 (SIMBA/SCAR)

EXT. SCAR'S SUNNING AREA - MINUTES LATER

Scar walks along a cliff's edge. He kicks a small rock off.

Simba, pumped up by Zazu's speech, runs into frame.

SIMBA
Hey, Uncle Scar! Guess what?

SCAR
I despise guessing games.

SIMBA
(undaunted)
I'm gonna be king of Pride Rock!

SCAR
(underwhelmed)
Oh goodie.

SIMBA
My Dad just showed me the whole kingdom! And I'm gonna rule it all!

SCAR
Yes. Well, forgive me for not leaping for joy. Bad back, you know.

Scar flops down and rolls away from Simba. But the undaunted cub comes back for more.

SIMBA
Hey, Uncle Scar, when I'm king, what'll that make you?

SCAR
A monkey's uncle.

SIMBA
(laughing)
You're so weird.

SCAR
You have no idea.
(a beat)
So your father showed you the whole kingdom, did he?

SIMBA
Everything!

SCAR
He didn't show you what's beyond that rise at the northern border?

SIMBA
Well, no.
(miffed)
He said I can't go there.

SCAR
And he's absolutely right. It's far too dangerous. Only the bravest of lions go there.

SIMBA
(defensive)
Well, I'm brave. What's out there?

SCAR
I'm sorry, Simba, I just can't tell you.

SIMBA
Why not?

Scar puts his massive paw gently on Simba's head.

SCAR
Simba, Simba. I'm only looking out for the well-being of my favorite nephew.

Simba squirms free.

SIMBA
Yeah, right. I'm your only nephew.

SCAR
All the more reason for me to be protective. An elephant graveyard is no place for a young prince.
(a beat)
Oops.

SIMBA
An elephant what?
(awed)
Whoa!

SCAR
Oh dear, I've said too much. I suppose you'd have found out sooner or later. You being so clever and all. Just do me one favor? Promise me you'll never visit that dreadful place.

Scar hugs Simba tight.

SIMBA
No problem.

SCAR
There's a good lad. You run along now and have fun.

Scar gives Simba a little boot to start him on his way. Then he calls to Simba:

SCAR (CONT'D)
And remember: it's our little secret.

SEQ. 4.1 (SIMBA/NALA)

EXT. A SHELTERED AREA OF PRIDE ROCK - MINUTES LATER

Lionesses lounge in the shade. Sarabi is nearby on a small rock. We find a cute little cub, NALA, being given a bath (a cat kind of bath) by her mom, SARAFINA. Nala is not enjoying the experience - as her mother's tongue more or less rearranges her face.

Simba trots in.

SIMBA
Hey, Nala!

NALA
(flatly)
Hi, Simba.

SIMBA
Come on! I just heard about this great place!

NALA
I'm kind of in the middle of a bath.

SARABI (O.S.)
And it's time for yours.

Sarabi picks up Simba by the scruff and lifts him up to the ledge she is on. She starts to lick/bathe him. He protests.

SIMBA
Mo-om!

He tries to wriggle free.

SARABI
Would you hold still?

SIMBA
Mom, you're messing up my mane!

Sarabi continues to bathe him, cat-style. He reacts.

SIMBA (CONT'D)
Eww... Yuck!

He wriggles free and falls off to the ground below. He stands up and gives himself a quick clean-up once-over, finishing up with his armpits.

SIMBA
Okay, okay. I'm clean.
(then)
Can we go now?

NALA
Where are we going, anyway? It better not be any place lame.

SIMBA
No, it's really cool.

SARABI
So where is this "really cool" place?

SIMBA
Oh...
(lying)
around the waterhole.

NALA
(unimpressed)
The waterhole? What's so great about the waterhole...?

Trying to make her take the bait...

SIMBA
(thru teeth)
I'll show you when we get there.

NALA
(getting it)
Ohhhh.
(to Sarafina)
Mom, can I go?

Sarafina looks to Sarabi for the verdict.

SARAFINA
I don't know. Sarabi, what do you think?

SARABI
Well...

SIMBA/NALA
(thru cheesy grins)
Pleeeez?

SARABI
It's alright with me...

Simba and Nala make a break for it.

SARABI (CONT'D)
As long as Zazu goes with you.

Simba and Nala freeze in their tracks, crestfallen.

SIMBA
Not Zazu.

DISSOLVE TO:

SEQ. 4.2 ("CAN'T WAIT TO BE KING")

EXT. A PLAIN - A SHORT TIME LATER

Zazu flaps on ahead of the two cubs, calling back:

ZAZU
Step lively! The sooner we get to the waterhole, the sooner we can leave!

WITH SIMBA AND NALA

NALA
So where're we really goin'?

SIMBA
(on the Q.T.)
An elephant graveyard.

NALA
Wow!

SIMBA
Shhhh..
(indicating)
Zazu...

NALA
Right. How're we gonna ditch the dodo?

Simba raises an eyebrow, then grins and leans in to huddle. We hear the sounds of their conspiratorial WHISPERING:

Zazu sees them tete-a-tete and flies to them.

ZAZU
Just look at you two! Little seeds of romance blossoming in the savannah! Your parents will be thrilled. What with your being betrothed and all.

SIMBA
Be-what?

ZAZU
You and Nala are betrothed! Intended! Affianced!

Simba and Nala look at each other, shrugging a "Huh?"

NALA
Meaning...?

ZAZU
One day you two are going to be married!

SIMBA
I'm gonna marry her?

ZAZU
No -- me. Yes "her," you chuckleheaded little oik.

SIMBA
Yuck!

NALA
Eeuwww!

SIMBA
I can't marry her. She's my friend.

NALA
Yeah. It'd be too weird.

SIMBA
Yeah. Forget it. We don't have to get married if we don't want to.
(to Nala)
Deal?

NALA
Deal!

ZAZU
Sorry to bust your bubble, but you two turtle doves have no choice. It's a tradition going back generations.

SIMBA
Well, when I'm king, that'll be the first thing to go.

ZAZU
Not so long as I'm around.

SIMBA
In that case, you're fired.

ZAZU
Nice try. But only the king can do that.

NALA
Well, he's the future king.

SIMBA
So you have to do what I tell you!

ZAZU
Not yet I don't, you puny puff of pre-pubescent fuzz. And with an attitude like that, I'm afraid you will be a pretty pathetic king, indeed!

SIMBA
Not the way I see it!

SONG: "I JUST CAN'T WAIT TO BE KING"

Simba pounces Zazu playfully:

SIMBA
I'M GONNA BE A MIGHTY KING SO ENEMIES BEWARE!

Zazu jumps backwards up onto a log and falls into a knot-hole.

ZAZU
I'VE NEVER SEEN A KING OF BEASTS WITH QUITE SO LITTLE HAIR

Zazu plucks a hair from Simba's nonexistent mane.

Simba's head pops through a leafy bush.

SIMBA
I'M GONNA BE THE MANE EVENT LIKE NO KING WAS BEFORE
I'M BRUSHING UP ON LOOKING DOWN, I'M WORKING ON MY ROAR

He ROARS in Zazu's face -- in the process, blowing/spitting in Zazu's eye. Zazu grabs for something to blow his nose in, unaware he's tugged an elephant's ear:

ZAZU
THUS FAR A RATHER UNINSPIRING THING

The elephant uses his trunk like a golf club and knocks Zazu out of frame. He bounces across a stream -- like a skipping stone. A reflection of flamingoes shatters and the birds burst into flight.

Simba and Nala race in.

SIMBA
OH I JUST CAN'T WAIT TO BE KING!

Zazu wades through, holding up his feathers like and old aunt holding up her skirt at the beach.

ZAZU
(talking)
You've rather a long way to go, young master, if you think I'm going to stand by while you run around like a snot-nosed...

Simba and Nala trade off making faces behind Zazu's back -- when Zazu turns to look at one, the other is making the rude face. He finally catches them in the act. They run circles around the old bird and leave him behind in a puddle.

SIMBA (singing)	ZAZU (speaking)
NO-ONE SAYING DO THIS -	When I said that I -
NO-ONE SAYING BE THERE-	What I meant was that the -
NO-ONE SAYING STOP THAT -	What you don't realise is that sometimes -
NO-ONE SAYING SEE HERE -	Now see here!
FREE TO RUN AROUND ALL DAY -	That's definitely out -
FREE TO DO IT ALL MY WAY	

Zazu ducks to avoid an ostrich running through frame. Simba and Nala ride ostriches that run away from Zazu.

He flies off, reaching the ostrich-riding cubs, and while flying backwards, talks in their face:

ZAZU
I THINK IT'S TIME THAT YOU AND I ARRANGED A HEART TO HEART

He CRASHES into a rhino rump and is flattened. The kids race by:

NALA
KINGS DON'T NEED ADVICE FROM LITTLE HORNBILLS FOR A START.

Zazu falls to the ground and sits on a little perch -- unaware that he is floating on a log down a stream... headed for a waterfall:

ZAZU
IF THIS IS WHERE THE MONARCHY IS HEADED, COUNT ME OUT OF SERVICE, OUT OF AFRICA, I WOULDN'T HANG ABOUT

Zazu disappears over the waterfall. He flies back up, irked:

ZAZU
THIS CHILD IS GETTING WILDLY OUT OF WING

Zebra stripes fill the screen.

SIMBA
OH I JUST CAN'T WAIT TO BE KING!

Simba and Nala are saluted by two lines of Zebras. Zazu comes flapping after them, and the Zebras and trap him between their legs.

Simba and Nala zip in and out of animals' legs. Zazu tries to catch them. Their heads pop in and out from behind legs.

Simba stands on a giraffe's head. He orders the animals. They obey. Zazu gets caught underfoot.

SIMBA (singing)	ZAZU (screaming)
EVERYBODY LOOK LEFT -	Aaaaaaa...eek
EVERYBODY LOOK RIGHT -	Ooooo...Ow
EVERYWHERE YOU LOOK I'M...	

Giraffes stand in a semi-circle. Simba steps from head to head -- like he's moving across stepping stones.

Now it's a cacophony of animal movement, all building African "Bushy" Berkley style - until Zazu gets caught between two animals' rear ends.

SIMBA (singing)	ZAZU (screaming)
STANDING IN THE SPOTLIGHT	Not yet!

Simba whispers to a hippo, who whispers to a giraffe, who whispers to a monkey:

SIMBA
Ditch the Dodo.

Zazu gets nabbed by the monkeys, and take him up into a tree.

Alligators open their mouths, revealing the birds inside are singing.

ANIMAL CHORUS
LET EVERY CREATURE GO FOR BROKE AND SING
LET'S HEAR IT IN THE HERD AND ON THE WING
IT'S GONNA BE KING SIMBA'S FINEST FLING

Giraffes toss Simba and Nala into the air "Beach Blanket Bingo"-style.

Zazu is being held captive by a monkey family.

Simba and Nala are at the top of a '40s-style sculptured stack of animals. Poor Zazu is supporting the whole mass. He can't balance any longer. The sculpture starts to wabble -- sending Simba and Nala flying.

SIMBA
OH I JUST CAN'T WAIT TO BE KING!

Finally free of Zazu, Simba and Nala make their break for it... as the tower of animals tumbles.

SIMBA
OH I JUST CAN'T WAIT TO BE KING!

All that remains is one very plump rhino. From below it WE HEAR:

ZAZU (V.O.)
I beg your pardon, Madam. Get off!
(meekly)
Simba?... Nala?

SEQ. 5 (HYENA CHASE)

EXT. TOP OF A RIDGE - DAY

Simba and Nala run in LAUGHING at their success. They are jubilant.

SIMBA
All-right! It worked!

NALA
We lost him!

They "High Five" each other.

SIMBA
I am a genius!

NALA
Hey, genius -- it was my idea!

SIMBA
Yeah, but I pulled it off!

NALA
With me.

SIMBA
Oh yeah?!

Simba playfully leaps for Nala and they tussle. She flips him. He lands with a THUD! on his back and tries to get up, but Nala holds him there a beat...

NALA
Pinned ya!

SIMBA
Hey, let me up!

She does. He tries to flip her. She flips him again -- and they tumble down the hill until...

EXT. ELEPHANT GRAVEYARD - CONTINUOUS

Nala lands on top of Simba.

NALA
Pinned ya again!

They are suddenly interrupted by GEOTHERMIC STEAM PLUMES.

BOTH
Gasp!

The steam clears, revealing:

AN ELEPHANT SKULL

huge, terrifying. Simba and Nala both let out GASPS of joy.

BOTH
Whoooa!

SIMBA
This is it! We made it!

NALA
(impressed)
Wow! It's really creepy.

SIMBA
Yeah. Isn't it great?!

NALA
(conspiratorial)
We could get in big trouble.

SIMBA
(gleeful)
I know.

NALA
I wonder if its brains are still in there.

SIMBA
C'mon, let's go check it out.

Simba is about to climb in one of the eye sockets. Zazu swoops in to chide:

ZAZU
Wrong, my little royal pain. The only checking-out you will do will be to check out of here.

SIMBA
Oh, man...

ZAZU
We're way beyond the boundary of the Pride Lands.

SIMBA
Look. Banana-Beak is scared!

ZAZU
It's Mister Banana-Beak to you, Fuzzy.
(sternly)
And right now we are all in very real danger.

SIMBA
(bravado)
Danger? Ha! I walk on the wild side. I laugh in the face of danger.
(swagger)
Ha-ha-ha-ha-ha!

From inside the skull (and much louder), hideous HYENA LAUGHING follows rapid-fire:

HYENA VOICES
HEE-HEE-HEE-HEE-HEE!!!

Simba, Nala and Zazu react to the sound... then the sight of THREE HYENAS slinking oozily out of the skull's eyes: BANZAI, a male hyena; SHENZI, a female hyena; and a third hyena, ED -- who doesn't speak but just LAUGHS. (He's the Harpo of hyenas) They are three punks who get tripped up in their own laughs. They slink around the cubs.

SHENZI
Well, well, well, Banzai. What have we got here?

BANZAI
Hmmm... I don't know, Shenzi. What do you think, Ed?

Ed LAUGHS his signature laugh.

ED
Hee-hee-hee.

BANZAI
Just what I was thinkin'. A trio of trespassers.

ZAZU
And quite by accident, let me assure you. A simple navigational error.

Zazu starts to fly, to lead the cubs to safety, but Shenzi slaps at Zazu's tailfeathers, pinning him to the ground.

SHENZI
Whoa-whoa... Wait, wait, wait. We ain't been properly introduced.

Freeing his tailfeathers:

ZAZU
(proudly)
I, madam, am the king's majordomo.

SHENZI
Whoo-weee! A Major Dumbo!

BANZAI
(circling Simba)
And that would make you...

SIMBA
(puffed up)
The future king.

Royally mocking him:

BANZAI/SHENZI
Oooooo...oooooo... king!

SHENZI
Then I guess we have to give you the royal treatment!

SIMBA
Puh. You can't do anything to me.

ZAZU
Er... technically, they can. We are on their land.

SIMBA
(to Zazu)
But they sneak onto our land all the time!

SIMBA (CONT'D)
(to hyenas)
My dad told me about you. You're nothing but slobbering, mangy, stupid poachers!

ZAZU
(whispering)
Ix-nay on the oopid-stay.

BANZAI
Hey! Who you callin' "oopid-stay"?

ZAZU
Oh, my-my-my. Look at the sun. Time to go.

The hyenas block Zazu, Nala and Simba, then circle, licking their chops.

SHENZI
(suddenly folksy)
What's the hurry? We'd love you to stick around for dinner.

BANZAI
Yeah. We could have whatever's "lion" around.
(amused)
Get it? Lion around!
(laughing)
Heh-heh-heh.

ED
Heh-heh-heh-heh-heh-heh.

BANZAI
Oh, man! I don't know when the last time was I had lion cubs!

Banzai grabs Simba's tail. Ed goes to bite it, but Simba slaps him away.

SIMBA
Hey!

SHENZI
Wait-wait-wait! I'm having the lion cubs.

While the hyenas are wrapped up in their argument, Simba, Nala and Zazu sneak away, unnoticed...

BANZAI
You will not. You can have the bird.

Ed notices the exit and frantically tries to get Banzai and Shenzi's attention.

SHENZI
Don't you give me the bird!

BANZAI
Alright-alright! We'll split the bird. But I get the wings.

SHENZI
Oh, sure. And I get stuck with the bill.

Ed is between them, acting out the exit of Simba et al, vocalizing like a dog whimpering.

ED
Uh-uh-uh-uh-uh-

BANZAI
Okay -- we'll split the bill.

He's in Shenzi's face, trying to get her attention:

ED
Uh-uh-uh-uh-uh-

SHENZI
(to Ed)
What???

Banzi sees the fleeing trio.

BANZAI
Hey! Did we order this dinner to go?

SHENZI
No. Why?

BANZAI
'Cause there it goes!

Sure enough, our three are some distance away, beating a hasty retreat.

SHENZI
Get 'em!

The hyenas chase their dinner.

WITH THE CUBS

racing from their pursuers. Simba notices Zazu isn't with them.

NALA
Did we lose 'em?

SIMBA
Where's Zazu?

WITH THE HYENAS

LAUGHING, holding Zazu by his wings, like he's a puppet marching toward a thermal vent:

BANZAI
So the little majordomo bird hippity-hopped all the way to the birdie boiler.

ZAZU
(panicked)
Oh, no! Not the birdie boiler!

ZOOM! A plume of steam LAUNCHES Zazu out of frame. He screams:

ZAZU
Aaaaaaa!

SHENZI
Bye-bye, birdie!

HYENAS
Hee-hee-hee-hee-hee-hee-hee!

Simba calls to them:

SIMBA
Why don't you pick on somebody your own size!

SHENZI
Great idea!
[ALTS:
If you insist.
Dead on.
Yeah. You!]

SIMBA
Oops!

WITH SIMBA AND NALA

Running.

A THERMAL VENT

shoots up like a curtain. The cubs put on the brakes. Then the hyena trio appears.

SHENZI/BANZAI/ED (TOGETHER)
Boo!

The cubs scramble away, running toward:

A HUGE ELEPHANT SKULL

They scale it. It is very slippery. They can't get footing. The cubs fall off and slide down in a long, long, long spine that hangs down a steep incline.

SIMBA/NALA
(screaming)
Aaaaaaaa!

THE CUBS

land in a bone pile. They dash up a hill covered in bones.

TOP OF HILL

Nala slips. She can't gain her footing. She panics.

NALA
Simba! Help me!

SIMBA

runs and SWIPES SHENZI. She sees red and YOWLS:

SHENZI
Owww!

She chases after Simba.

THE CUBS

race along. Their path is blocked:

ANGLE - A DEAD END

The cubs' only option is to climb an elephant carcass. As they do, the dry bones give way. Simba and Nala fall. The rib cage SNAPS DOWN, imprisoning them behind bone bars.

The Hyenas menace toward them, LAUGHING. Simba and Nala tremble in fear.

BANZAI
(wild laugh)
Ha-ha-ha-ha-ha-ha-
(then;coldly)
Here, kitty-kitty-kitty...

Simba musters all his courage and tries to roar. All that comes out is a pathetic squeak.

SIMBA
rr-rr...?

SHENZI
(mocking)
That was it?
(laughing)
Ah-ha-ha-ha. Do it again! Come on.

The hyenas LAUGH menacingly. Simba tries desperately to roar again, but all that comes out is:

SIMBA
rrr...

His meek little "rrr" suddenly EXPLODES in an O.S.:

A LION'S VOICE (O.S.)
ROAR!

The Hyenas freeze.

SHENZI & BANZAI
Huh?

WHAM! A huge lion paw sweeps INTO FRAME, sending the hyenas flying. Reveal Mufasa. The hyenas cower.

SHENZI
Ow! Hey! Ouch!

BANZAI
Hey! Ow! Oh! Ouch! Stop! Please!

MUFASA
Silence!
(a beat)
If you ever come near my son again...

SHENZI
Son? Son? This is your son? Oh, man, we didn't know.

SHENZI (CONT'D)
(to Banzai)
Did you know that?

BANZAI
Me? No. Did you?

SHENZI
(exasperated)
No. Of course not.

They both turn to Ed:

BANZAI/SHENZI (TOGETHER)
Ed?

Ed nods "yes" and WE HEAR:

SFX: THE RATTLE OF ED'S BRAINS. He is interrupted by Mufasa.

MUFASA
ROAR!

BANZAI
Toodles!

The Hyenas run off, YIP-YIP-YIP-YIPPING.

SIMBA
Dad... I...

MUFASA
You deliberately disobeyed me!

SIMBA
Dad, I'm... I'm sorry.

MUFASA
(fuming)
Let's go home.

Mufasa leads the way, Zazu flapping behind him. PAN TO REVEAL: Simba following, hangdog. Nala is with him and shoots him an "It's okay" look, adding:

NALA
(whispered)
I thought you were very brave.

He just continues on, his head drooped.

ANGLE - A ROCKY LEDGE ABOVE THEM

Reveal Scar's shadow. He's taking this all in. It turns away and slinks out of frame.

SEQ. 6 (SIMBA & DAD)

EXT. PRIDE LANDS - SUNSET

Mufasa walks ahead, leading Simba, Zazu and Nala home. Simba has a dejected look as he tries to keep up.

MUFASA (O.S.)
(sternly)
Zazu!

Zazu flaps forward to the king.

WITH MUFASA AND ZAZU

ZAZU
Sire, I feel simply awful about this...
(a beat)
Although I must point out that babysitting...

MUFASA
(interrupting)
It wasn't your fault.

ZAZU
...is not part of my... I beg pardon?

MUFASA
I said, it wasn't your fault.

ZAZU
(taken aback)
Oh. Well. Yes. Of course.

MUFASA
Zazu! Take Nala home. I have to teach my son a lesson.

SIMBA

hears this and sinks into the grass.

WITH ZAZU AND MUFASA

ZAZU
Very good, Sire.

Zazu nods and flies to the cubs.

WITH ZAZU AND THE CUBS

ZAZU
Come, Nala.
(to Simba)
Simba...

Very stiff-upper-lip:

ZAZU (CONT'D)
(RAF Commander)
Good luck.

Zazu and Nala take off. Simba doesn't move.

MUFASA
(calling)
Simba!

SIMBA

edging closer to his father. His little paw lands in one of the enormous paw prints Mufasa left. His is dwarfed by Mufasa's immense print.

WITH SIMBA AND MUFASA

Simba sits beside his dad.

MUFASA
Simba, I'm very disappointed in you.

SIMBA
I know. I'm sorry.

MUFASA
(sternly)
You could have been killed! And what's worse, you put Nala in danger!

Mufasa turns to see the little cub cowering in fear. Simba starts to cry as he speaks:

SIMBA
I was just trying to be brave, like you.

MUFASA
I'm only brave when I have to be. Simba...
(softening)
being brave doesn't mean you go looking for trouble.

SIMBA
But you're not scared of anything.

MUFASA
I was, today.

SIMBA
You were?

MUFASA
Yes. I thought I might lose you.

SIMBA
Oh. I guess even kings get scared, huh?

Mufasa pulls Simba close.

MUFASA
C'mere, you.

Then he starts to tickle his cub. Both romp, LAUGHING and GROWLING playfully.

MUFASA/SIMBA
Ha-ha-ha... grfff... ha-ha...

They stop. There is a moment:

SIMBA
Dad?

MUFASA
Hmm?

SIMBA
We're pals, right.

MUFASA
Right.

SIMBA
And we'll always be together. Right?

MUFASA
Simba, let me tell you something my father told me: Look at the stars.

Simba looks up.

MUFASA (CONT'D)
The great kings of the past look down on us from those stars.

SIMBA
Really?

MUFASA
Yes. So whenever you feel alone, just remember that those kings will always be there to guide you.
(a beat)
And so will I.

They stare at the stars in silence, dwarfed by the infinity that surrounds them.

SEQ. 7 ("BE PREPARED")

EST. SHOT - HYENA LAIR - NIGHT

BANZAI (O.S.)
Oh, man. That lousy Mufasa. I won't be able to sit for a week.

Ed LAUGHS wildly.

ED (O.S.)
Hee-hee-hee!

WITH SHENZI, BANZAI AND ED

still licking their wounds -- but Ed LAUGHS. Banzai rubs his butt.

BANZAI
It's not funny, Ed.

Ed LAUGHS even harder.

ED
HEE-HEE-HEE...

BANZAI
Hey, shut up!

Ed is HYSTERICAL.

ED
HEE-HEE-HEE-HEE-HEE-HEE-HEE!

Banzai pounces on him, and they fight.

MISC. GRUMBLING, GROWLING, GNASHING OF TEETH.

SHENZI
Banzai, will you guys knock it off?

They stop fighting. Ed idiotically chews his own leg. Saliva hangs from Banzai's jaw.

BANZAI
He started it.

SHENZI
Look at you guys! No wonder we're dangling at the bottom of the food chain.

BANZAI
Oh, man, I hate dangling.

SHENZI
Yeah. If it weren't for those lions, we'd be running the joint.

BANZAI
Man, I hate lions.

SHENZI
They're pushy.

BANZAI
And hairy.

SHENZI
And stinky.

BANZAI
And, man, are they...

SHENZI/BANZAI (TOGETHER)
uggg-lee!

All LAUGH and enjoy themselves.

ANGLE - SCAR

on the upper ridge and calling down:

SCAR
Oh, surely we lions are not all that bad.

FULL SHOT

All GASP... until they recognize Scar. Then they HEAVE SIGHS of relief.

BANZAI
(underwhelmed)
Oh, Scar. It's just you.

SHENZI
(whew)
Yeah, we were afraid it was somebody important.

SCAR
(coldly)
I see.

BANZAI
You know -- Like Mufasa.

SCAR
Uh-huh.

BANZAI
Now <u>that's</u> power.

SHENZI
<u>Tell</u> me about it. I just <u>hear</u> that name, I shudder.

BANZAI
(playing along)
"Mufasa."

SHENZI
(shuddering)
Brrrrr!
(then, rapidly)
Do it again!

BANZAI
"Mufasa!"

SHENZI
(shuddering)
Brrrrrr!

Ed laughs wildly.

ED
Hee-hee-hee-hee-hee...

BANZAI
"Mufasa-Mufasa-Mufasa!"

Shenzi goes wild, gleefully SHUDDERING and SHIVERING:

SHENZI
Burrrrr-burrrr-burrrr. It just tingles me!

Ed laughs louder.

SCAR
(under his breath)
I am surrounded by idiots.

BANZAI
Now you, Scar -- You're one of us.
You're our pal.

SCAR
(with loathing)
Charmed.

SHENZI
Ooh, I like that. He's not king,
but he's still so proper.

BANZAI
Hey, did'ja bring us anything to
eat, Scar old buddy, old pal?
Did'ja-did'ja-did'ja?

Scar considers what to do with the scrap of carrion he's carryin'.

SCAR
I don't think you really deserve
this. I practically gift-wrapped
those cubs for you, and you couldn't
even dispose of them.

He tosses them the hunk of meat. They dive into it, voraciously. SOUNDS OF CHEWING, MUNCHING, SLURPING. They speak with their mouths full.

SHENZI
Well, ya know, it wasn't like they
was exactly alone, Scar.

BANZAI
Yeah, what were we supposed to do,
kill Mufasa?

SCAR
(a beat)
Precisely.

The hyenas just keep on eating. More SOUNDS OF their CHEWING, MUNCHING, SLURPING. As...

SONG: "BE PREPARED"

Scar jumps down, scattering hyenas as he lands. He walks through the steam vents.

SCAR
I KNOW THAT YOUR POWERS OF
RETENTION

He circles Ed and whacks the bone out of his mouth. Ed stands at attention. Scar continues circling Ed.

SCAR
ARE AS WET AS A WARTHOG'S BACKSIDE
BUT THICK AS YOU ARE, PAY ATTENTION
MY WORDS ARE A MATTER OF PRIDE

Scar waves his paw in front of Ed's glazed-over eyes.

SCAR
IT'S CLEAR FROM YOUR VACANT
EXPRESSIONS
THE LIGHTS ARE NOT ALL ON UPSTAIRS

Two hyenas stare down from a ledge and share a joke.

SCAR
BUT WE'RE TALKING KINGS AND
SUCCESSIONS
EVEN YOU CAN'T BE CAUGHT UNAWARES

Scar startles the bejesus out of the two hyenas who fall down and land on steam vents. Scar exits and the steam vents erupt, sending the hyenas into orbit. Then back into frame.

Scar appears in frame and dances up a ramp.

SCAR
SO PREPARE FOR THE CHANCE OF A
LIFETIME
BE PREPARED FOR SENSATIONAL NEWS
A SHINING NEW ERA
IS TIPTOEING NEARER

He tiptoes to a higher level. Shenzi asks:

SHENZI
And where do we feature?

He pinches her cheek.

SCAR
Just listen to teacher
I KNOW IT SOUNDS SORDID
BUT YOU'LL BE REWARDED
WHEN AT LAST I AM GIVEN MY DUES!
AND INJUSTICE DELICIOUSLY SQUARED

BE PREPARED!

He mounts to a higher level, kicking bone-chewing Ed -- who tumbles down the rocks and crashes in a bone pile.

BANZAI
Yeah! Be prepared. We'll be prepared!
(confused)
For what?

Scar sits on a rock pinnacle.

SCAR
For the death of the King.

BANZAI
Is he sick?

SCAR
(throttling him)
No, fool! We are going to kill him. And Simba, too.

He drops Banzai -- who falls out of frame... and back into frame between Shenzi and Ed.

SHENZI
Great idea! Who needs a king?

ALL HYENAS
(chanting)
NO KING, NO KING! LA LA LA LA LA!

The hyenas dance around and sing like idiotic children. Scar is on a ledge above them.

SCAR
Idiots! There will be a King!

BANZAI
But you said...

SCAR
I will be King! Stick with me and you'll never go hungry again!

Scar towers over a gathering throng of hyenas.

BANZAI & SHENZI
Yay, all right! Long live the King!!

Hyena CHEERING. Steam fills the screen.

ALL HYENAS
(laughing)
Ha-ha-ha-ha-ha-ha!

The steam evaporates, revealing rows of jackbooted, goose-stepping storm trooper hyenas.

Scar observes from above. Their shadows cross his face.

HYENAS
(singing)
IT'S GREAT THAT WE'LL SOON BE
CONNECTED
WITH A KING WHO'LL BE ALL TIME
ADORED

SCAR
OF COURSE, QUID PRO QUO, YOU'RE
EXPECTED
TO TAKE CERTAIN DUTIES ON BOARD
(draws a murderous
claw across his
throat)
THE FUTURE IS LITTERED WITH PRIZES
AND THOUGH I'M THE MAIN ADDRESSEE
THE POINT THAT I MUST EMPHASIZE IS

Leaping into the midst of the hyenas.

SCAR
YOU WON'T GET A SNIFF WITHOUT ME!

The ground begins to crack open.

SCAR & SHENZI & BANZAI
SO PREPARE FOR THE COUP OF THE
CENTURY

More steam vents shoot up as the earth shakes and splits. Scar leaps onto a pillar of rock, which begins to rise.

SCAR	HYENAS
BE PREPARED FOR THE MURKIEST SCAM	OOOOOO, LA-LA-LA!
METICULOUS PLANNING	WE'LL HAVE FOOD!
TENACITY, SPANNING	LOTS OF FOOD
DECADES OF DENIAL	WE REPEAT
IS SIMPLY WHY I'LL	ENDLESS MEAT
BE KING UNDISPUTED	AAAAAAAAH!
RESPECTED, SALUTED	AAAAAAAAH!
AND SEEN FOR THE WONDER I AM	AAAAAAAAH!

While Scar and his pillar of rock continues to thrust up out of the surrounding ground, the hyenas dance demonically.

SCAR
YES MY TEETH AND AMBITIONS ARE
BARED
BE PREPARED!

SCAR & HYENAS
YES OUR TEETH AND AMBITIONS ARE
BARED
BE PREPARED!

Hyenas dance and dismember skeletons. One hyena plays the vibes on a rib cage.

On Scar's evil laugh, we pull back, through the length of a rib cage, and see him ranting atop his pillar, high above the whole, lurid, Hieronymus Bosch carnival-in-hell.

SEQ. 10 (STAMPEDE/MUFASA'S DEATH)

EXT. PLATEAU - THE FOLLOWING DAY

Two dots are down below in a tremendous gorge.

SCAR (O.S.)
Now you wait here. Your father has a marvelous surprise for you.

SIMBA (O.S.)
What is it?

EXT. FLOOR OF THE GORGE - A SHORT TIME LATER

Scar is with Simba under a tree. Simba sits on a rock.

SCAR
If I told you, it wouldn't be a surprise now, would it?

SIMBA
(sweetly shrewd)
If you tell me -- I'll still act surprised.

SCAR
(tsk-tsk-tsking)
You are such a naughty boy.

SIMBA
(man-to-man)
Come on, Uncle Scar...

SCAR
No-no-no. This is just for you and your dad. You know, a sort of father-son thing.

SCAR (CONT'D)
(a real pal)
Well, I'd better go get him.

SIMBA
I'll go with you!

SCAR
NO!
(sweetly)
No, no.

Scar starts to go.

SCAR (CONT'D)
Just stay on this rock. You wouldn't want to end up in another mess like you did with the hyenas.

SIMBA
You know about that?

SCAR
Simba -- everyone knows about that.

Simba looks mortified.

SIMBA
Really?

SCAR
Mmm-mm.

SCAR (CONT'D)
(a beat)
Now be a good lad and prove you can do one thing right: Stay on this rock and wait for your surprise.

SIMBA
Right!

Scar starts to leave. Simba calls:

SIMBA (CONT'D)
Hey, Uncle Scar -- will I like the surprise?

Scar turns back to Simba.

SCAR
Simba, it's to die for.

Scar trots off. Simba centers himself on the rock. He looks around for his father. He waits.

EXT. A LEDGE ABOVE - CONTINUOUS

A herd of hundreds of WILDEBEEST grazes. Thru their legs we see Shenzi, Banzai and Ed.

We hear a stomach RUMBLE.

WITH THE HYENA TRIO

Shenzi glares at Banzai.

SHENZI
Shut up!

BANZAI
I can't help it. I'm so hungry... I gotta have a wildebeest.

SHENZI
Stay put.

BANZAI
Can't I just pick off one of the little sick ones?

SHENZI
No! We wait for the signal from Scar.

WITH SIMBA - CONTINUOUS

A chameleon enters frame left, crawling on a long branch. The chameleon's weird eye movement catches Simba's attention. They eye each other. As the chameleon climbs from the branch onto the rock, Simba reaches for it. He misses the chameleon and gets hit with the branch. The chameleon moves across a black part of the rock and turns black. Simba steps off the rock. He holds a leaf over the funny creature... which makes it turn green. Simba LAUGHS.

ANGLE - SCAR

giving the signal.

WITH THE HYENAS

SHENZI
Look! There he is! Let's go.

They slink toward the grazing wildebeest.

WITH SIMBA

He holds his paw near the chameleon -- who changes color as it crawls up Simba's arm. It nears Simba's face and bites him on the nose. He recoils, YELPING:

SIMBA
Yeee-owwww!

SOUND: Simba's scream echoing off the canyon walls. Then the THUNDERING of hundreds of wildebeest approaching.

ANGLE - TOP OF THE GORGE

WILDEBEEST cascade down into the gorge - running directly toward Simba.

WITH SIMBA

Simba sees the WILDEBEEST flood down into the gorge - a STAMPEDE that thunders directly toward him.

Simba runs for his life.

WITH THE STAMPEDE

The Hyena Trio nips at the hooves of the Wildebeest as the final group approaches the edge of the ridge and spills out of sight over and down into the gorge.

WITH SIMBA

running deeper into the gorge.

EXT. TOP OF GORGE - ANOTHER VANTAGE POINT - CONTINUOUS

Zazu, riding along on Mufasa's back, notices dust rising from below in the gorge.

ZAZU
Look, Sire! The herd is on the move.

MUFASA
Odd...

Scar emerges from the bluff below, calling to his brother:

SCAR
Mufasa! Quick! Stampede! In the gorge! Simba's down there!

MUFASA
Simba?

WITH SIMBA

Running full out. Barely ahead of the wildebeest. Simba scurries up to the branch of a dead tree.

WITH MUFASA, ZAZU AND SCAR

ZAZU
I'll fly ahead, Sire!

ZAZU'S POV - FLYING

looking down, over the herd, he sees Simba clinging to a branch. Simba frantically calls:

SIMBA
Zazu! Help me!

ZAZU
Your father is on the way! Hold on!

SIMBA
Hurry!

WITH MUFASA AND SCAR

They leap down onto a lower ledge. Zazu zooms in, directing Mufasa's attention toward Simba.

ZAZU
There! On that tree.

MUFASA
(calling)
Hold on, Simba!

WITH SIMBA

The branch he's clinging to starts to give way. It dips.

SIMBA
Aaaaah!

Simba tries more desperately to hold on.

WITH MUFASA

WE TRUCK with Mufasa as he plunges into the gorge and battles his way upstream through the oncoming wildebeest.

WITH ZAZU AND SCAR

From their vantage above the gorge. Zazu hovers.

ZAZU
Scar, this is awful! I'll go back for help.

Scar BATS Zazu against a rock. SPLAT! Zazu's out cold.

ZAZU (CONT'D)
Uuumph!

ANGLE - SIMBA

as a wildebeest CRASHES into the branch he clings to. Simba flips into the air.

MUFASA

leaps in and catches his son. Mufasa carries Simba and runs. A wildebeest hits him, and Simba tumbles out of Mufasa's mouth -- into the midst of the herd.

SIMBA

dodges wildebeest. Mufasa races in and pulls Simba out.

FULL SHOT

Mufasa runs and places Simba on a ledge above the trouble.

Simba is safe. But a wildebeest knocks Mufasa back into the flow. Mufasa disappears under the army of galloping wildebeest.

MUFASA
Ahhh! Ohhh!

SIMBA
Dad!

Mufasa is out of Simba's view, so he does not witness the following:

WITH THE STAMPEDE

Mortally wounded, Mufasa makes a valiant leap up a steep incline. He climbs up loose rock that gives way. He struggles up the incline and climbs just beneath a rocky overhang. He digs his claws in and dangles.

ANGLE - SCAR

looking down at his brother, who clings for his life.

MUFASA

Calls to Scar:

MUFASA
Scar, help me! Brother -- help me?

SCAR AND MUFASA

Unmoved, Scar glares at Mufasa. Hold a beat. Then Scar DIGS his claws into Mufasa's forearms, pulls him closer and whispers:

SCAR
Long live the King.

Scar releases his grip. Mufasa slides down the steep incline to his death.

SIMBA

runs over the rise JUST IN TIME TO SEE Mufasa disappear into the thundering wildebeest. He does not see Scar. He cries:

SIMBA
Noooooooo!

Simba runs down into the dust-filled gorge.

IN THE GORGE

Still choked with dust kicked up by the stampede. Simba searches for his father.

SIMBA (CONT'D)
Dad!?

He hears a SOUND and turns to look:

SIMBA (CONT'D)
Dad?...

But it is only a stray Wildebeest that runs off. Its movement draws Simba's gaze to the form of his lifeless father.

ANGLE - MUFASA

Simba rushes to his father.

He nuzzles him.

SIMBA
(panic building)
Dad?...

Nothing. Again.

SIMBA (CONT'D)
(more panic)
Dad?... Come on.

He tries to raise Mufasa's powerful arm. It flops to the ground. Panicked, Simba runs away a few paces.

SIMBA (CONT'D)
(calling)
Help! Somebody! Anybody?

Then he runs back to his dad.

SIMBA (CONT'D)
(more panic)
Dad, you gotta get up. Come on, Dad, stop playing. Dad, we gotta go home. Please?

He isn't sure what to do. He starts to SOB, moves very close to Mufasa and then nuzzles his father and lies down beside the great lion. We hold on SOBBING Simba.

ANGLE - SCAR

emerging through the settling dust.

WITH SIMBA

SOBBING into his father's mane. Scar looms over him and takes advantage of the moment.

SCAR (O.S.)
Simba.

FULL SHOT

SCAR (CONT'D)
What have you done?

SIMBA
(sob/explaining)
There were wildebeests... He tried to save me... It was an accident. I didn't mean for it to...

SCAR
Of course you didn't. No one ever means for these things to happen. But the king is dead. If it weren't for you, he'd still be alive. Oh, what will your mother think?

Simba sobs harder.

SIMBA
What am I gonna do?

SCAR
Run away, Simba. Run! Run away and never return.

Simba tears off. We FOLLOW HIM.

WITH SCAR

as Shenzi, Banzai and Ed emerge from the dust.

SCAR
Kill him.

Shenzi and Banzai take off. Ed follows.

EXT. BOX CANYON - CONTINUOUS

Simba runs in -- and evades the hyenas.

TRACKING WITH THE HYENAS

Following Simba who runs to a cliff wall and climbs into a crevasse. They're right on his tail.

WITH SIMBA

He realizes he's being chased by the hyenas.

Reaching the edge. It drops off to a flat plain that folds out to the horizon. Simba has to make a choice. He leaps over the edge and rolls uncontrollably down to the bottom.

WITH THE HYENA TRIO

Jumping over the same ledge.

WITH SIMBA

Landing in thorny brush. Simba GASPS and GROANS.

WITH THE HYENAS

bouncing down the hill, slavering, YIPPING - realizing what they're headed for. Their eyes bug. SFX: SLAMMING ON BRAKES sound as the Hyenas SCREECH to a stop.

HYENAS
Whoa...whoa...WHOA!

SFX: CRUNCH! of thorns digging into flesh as Banzai lands in the thorny brush with an OOFF! He bounces back up, HOWLING. He's covered with thorns.

BANZAI
Eeeeyiiike!! Yike-yike-yike! Ow-oooo-eeee!

Shenzi and Ed think this is hysterical and LAUGH.

SHENZI AND ED
(laughing)
Hee, hee, hee!

ANGLE - SIMBA RUNNING OFF

running flat out.

WITH THE HYENAS

They're separated from Simba by the heavy, painful thicket. Shenzi orders Banzai:

SHENZI
Hey! There he goes!

As Banzai pulls out a thorn:

BANZAI
So go get him.

SHENZI
No way I'm going in there.
(muttering)
What you want me to come out looking like you -- cactus-butt?

BANZAI
But we gotta finish the job.

SHENZI
Well, he's as good as dead out there, anyway. And if he does come back, we'll kill him.

BANZAI
Yeah.
(yelling to Simba)
You hear that? If you ever come back -- we'll kill you!

BANZAI'S ECHO
Kill you! Kill you! Kill you! Kill you!

ANGLE - THE FLATLANDS

WE HEAR the hyenas WICKED LAUGHS ECHO across the wasteland. In the far distance, WE SEE young prince Simba run for his life.

SEQ. 8 (SCAR LIES TO THE PRIDE)

EXT. PRIDE ROCK - SUNDOWN

Scar wipes a tear from his eye.

SCAR
All that I have I would gladly give not to be here today. Mufasa's death is a terrible tragedy. But to lose Simba -- who had barely begun to live? For me, it is a deep, personal loss.

The lionesses grieve. Zazu wipes a tear from his eye. Nala buries her face against her mom.

SCAR (CONT'D)
So it is with a heavy heart that I assume the throne.
(a beat)
We must never forget the great Mufasa and our beloved Simba, and the brave deed that was done this day... Yet out of the ashes of this tragedy, we shall rise to greet the dawning of a new era -- A new order of peace and prosperity...

Shadows of hyenas appear on Pride Rock. A dazed Zazu squawks:

ZAZU
Oh my -- Hyenas!

The lionesses mourning turns to fear, murmuring "hyenas!"

SARABI
Scar! Do something!

SCAR
(ignoring it)
...A new order of peace and prosperity in which lion and hyena come together in a great and glorious future!

From all corners of the Pride lands, an serpentine invasion of hyenas creeps onto the land. The lionesses are silent.

FADE TO BLACK

SEQ. 9 (SIMBA'S EXILE/TIMON & PUMBAA)

EXT. DESERT - DAY

Simba crosses the parched sand. He slips down a sand dune.

TIME DISSOLVE TO:

EXT. FARTHER INTO DESSERT - LATER

A sand storm fills the screen. Simba emerges, fighting against the strong winds.

TIME DISSOLVE TO:

EXT. EDGE OF SAVANNAH - DAY

Simba, looking near death, trudges across the hot, dry inhospitable wastes. Heat waves distort what we see. A shadow passes over Simba. He looks up TO SEE:

ANGLE - SKY

A half dozen BUZZARDS fly high in the heat-white sky.

WITH SIMBA

The effort was too much. His knees buckle and he falls to the ground in a faint.

BUZZARDS' POV - CIRCLING

Looking down at Simba.

WITH SIMBA

Coming to, then slowly continuing his march on.

The buzzards encircle the cub. He puts up a valiant fight, but it's too much for his weakened condition. He faints. The buzzards are about to dine when WE HEAR:

TIMON
Eeeee-yaaaaa!

In gallops a lumpy, big-hearted, perceptive but slow-witted warthog (PUMBAA). Riding on his back, his trusty, hyper pal, a meerkat (TIMON). They charge the buzzards - who scatter.

BUZZARDS
(chaotic squawking)
Ack-ack-ack-ack-ack-ack.

Simba is still out cold. Pumbaa trots over to him.

TIMON
(yelling)
Get out-get out-get out of here!

PUMBAA
I love this! Bowlin' for Buzzards!

TIMON
(laughing)
Ha-ha-ha! Gets 'em every time.
Okay, let's go!

Pumbaa checks out Simba. He's a little shaken up.

PUMBAA
(re cub)
Uh-oh.
(calling)
Hey, Timon, ya better come look.

As Timon dashes over...

PUMBAA (CONT'D)
I think it's still alive.

Then Timon approaches very gingerly.

TIMON
Ooooo.
(then:)
Alrightie... What do we have here?
(lifting a paw)
Jeeze, it's a lion! Run, Pumbaa!
Move it!

Timon scrambles up Pumbaa for safety.

PUMBAA
Aw, Timon -- It's just a little lion. Look at him. He's so cute and all alone. Can we keep him?

TIMON
Pumbaa, are you nuts? You're talking about a lion! Lions eat guys like us!

PUMBAA
Aw, we can't turn our backs on him.

TIMON
Wanna bet? Who's the brains in this outfit?

PUMBAA
(stumped)
Uhhhhhhhh...

TIMON
My point exactly!

Timon zips over to the unconscious Simba to demonstrate:

TIMON (CONT'D)
Look at him:
(lifts an eyelid)
Shifty little eyes...
(lifts Simba's lip to reveal teeth)
Sharp fangs... He's a carnivore!

PUMBAA
Oh, come on, Timon.

TIMON
Read my lips: car-nee-vorrr!

PUMBAA
But he's so little.

TIMON
He's gonna get bigger!

PUMBAA
Maybe he'll be on our side.

TIMON
That's the stupidest thing I ever heard. The things that come out of your mouth!
(light bulb)
Hey! I've got it! What if he's on our side?
(resolved)
Ya know, havin' a lion around might not be such a bad idea!

PUMBAA
So we're keepin' him?

Pumbaa scoops Simba up and carries him toward the jungle.

TIMON
Pffft! Of course! Keep up with the program. Phew! I'm burnin' up. Let's go hit the waterhole, Pumbaa. I need a drink.

DISSOLVE TO:

EXT. EDGE OF JUNGLE

Timon and Pumbaa watch:

UNCONSCIOUS SIMBA - CLOSE

His eyelids flutter open.

FULL SHOT

TIMON
You okay, kid?

SIMBA
(disoriented)
I... guess so.

PUMBAA
You nearly died.

TIMON
I saved you.

Pumbaa snorts at him.

TIMON (CONT'D)
(adding)
Well, Pumbaa helped. A little.

SIMBA
Thanks for your help.

Simba gets up and starts to leave. Timon calls after him:

TIMON
Hey, where ya goin'?

SIMBA
Nowhere.

Simba looks forlorn as he walks away.

TIMON
Gee. He looks blue.

PUMBAA
I'd say brownish-gold.

TIMON
No-no-no. I mean he's depressed.

PUMBAA
Oh.
(to Simba)
Kid, what's eatin' ya?

TIMON
(to Pumbaa)
Nothin'. He's at the top of the food chain.
(no response)
Ha-ha-ha...
(fading)
Ha-ha-food chain...
(fading)
Ha-ha... Yeah...
(then:)
So! Where ya from?

SIMBA
Doesn't matter.

TIMON
(elated)
Ah, you're an outcast!

SIMBA
What?

TIMON
An outcast. That's great! So're we!

PUMBAA
Whad'ja do, kid?

SIMBA
Something terrible. But I don't want to talk about it.

TIMON
Good! We don't want to hear about it.

PUMBAA
(going to Simba)
Ya know, kid, in times like this my buddy Timon here says: you gotta put your behind in your past.
PUMBAA (CONT'D)
(confused)
Uhhh... I mean...

TIMON
(interrupting)
No-no-no! Amateur! Lie down before you hurt yourself.
(to Simba)
It's: You gotta put your <u>past behind you</u>. Ya know: take life one day at a time. No past, no future. Hakuna Matata!

SIMBA
What?

PUMBAA
(slowly)
Ha-ku-na Ma-ta-ta.
(explaining)
It means "no worries."

TIMON
(testimonial)
Yup. Two little words that'll change your life.

SIMBA
Really?

TIMON
Uh-huh. They changed mine...

SEQ. 9.1 (SONG: "HAKUNA MATATA")

Out of nowhere, a bright spotlight shines on Timon. Very dramatically Timon talks his testimonial. Then segues into song -- where he demonstrates how he didn't conform with the meercat colony he lived in.

TIMON
WHEN I WAS A YOUNG MEERCAT
PUMBAA
(WHEN HE WAS A YOUNG MEERCAT)
TIMON
I WAS WORKIN' IN THE COLONY PAYIN' MY DUES
ACCEPTIN' WITHOUT QUESTION THE PREVAILING VIEWS
THAT A MEERCAT'S LIFE WAS ONE LONG GRIND
PUMBAA
THAT SOUNDS ROUGH
TIMON
DIGGIN HOLES, STANDIN' GUARD TIL IT CROSSED MY MIND

TIMON
I WAS WRONG
AND ALL ALONG
ALL THAT I NEEDED
WAS TO HAVE HEEDED

PUMBAA
(HE WAS WRONG)
(ALL ALONG)
(WHAT DID'JA NEED?)
(SING IT, TIMON)

CHORUS
HAKUNA MATATA! WHAT A WONDERFUL PHRASE
HAKUNA MATATA! AIN'T NO PASSING CRAZE

PUMBAA
DITTO!

CHORUS
IT MEANS NO WORRIES AND THE REST OF YOUR DAYS
TAKE OUR PROBLEM-FREE PHILOSOPHY
HAKUNA MATATA!

SIMBA
Hakuna Ma... Does that really work?

TIMON
Ha-ha-ha. Oh does it work? Oh that's rich. Oh, Pumbaa, tell him.

PUMBAA
Listen to me, kid. Listen. Sit down there. I got a story, too!

Pumbaa launches into his tail of woe -- showing how his special aroma made him an outcast.

PUMBAA
(singing)
WHEN I WAS A YOUNG WARTHOG...

TIMON
(WHEN HE WAS A YOUNG WARTHOG)

PUMBAA
I FOUND MY AROMA LACKED CERTAIN
APPEAL
I COULD CLEAR THE SAVANNAH AFTER
EVERY MEAL
I'M A SENSITIVE SOUL THOUGH I SEEM
THINK-SKINNED
AND IT HURT THAT MY FRIENDS NEVER
STOOD DOWNWIND

PUMBAA
AND OH THE SHAME
TRIED CHANGIN' MY NAME

TIMON
(OH HE WAS ASHAMED)
(YOU CAN'T REMEMBER THE ONE YOU'VE GOT)

AND I GOT DOWNHEARTED EVERYTIME THAT I...

Timon "shushes" Pumbaa.

TIMON
Hey! Pumbaa! Not in front of the kids!

PUMBAA
Oh. Sorry.

[ALT:
IT WAS ALL TOO CLEAR
THERE WAS AN ATMOSPHERE]

CHORUS
HAKUNA MATATA! WHAT A WONDERFUL PHRASE
HAKUNA MATATA! AIN'T NO PASSING CRAZE
IT MEANS NO WORRIES FOR THE REST OF YOUR DAYS
TAKE OUR PROBLEM-FREE PHILOSOPHY
HAKUNA MATATA!

While MUSIC noodles:

EXT. JUNGLE - A SHORT TIME LATER

Timon and Pumbaa lead Simba through the lush surroundings.

TIMON
Well, kid, are you with us?

SIMBA
I guess so.

TIMON
Then right this way!

Timon pulls back a huge leaf, revealing Timon and Pumbaa's bachelor pad. It is a jungle paradise.

TIMON (CONT'D)
Welcome to our humble home.

SIMBA
You live here?

TIMON
We live wherever we want.

PUMBAA
Yup! Home is where your rump rests.

EXT. ANOTHER PART OF THE JUNGLE - MOMENTS LATER

Timon stands next to a log. Pumbaa BURPS.

PUMBAA (CONT'D)
(burping)
Urrrrp... Gee, I'm starved!

SIMBA
I'm so hungry, I could eat a whole zebra!

TIMON
We're fresh out of zebra.

SIMBA
Any antelope?

TIMON
Nuh-uh.

SIMBA
Hippo?

TIMON
No, no. Listen kid, if you're gonna live with us, you're gonna have ta eat like us.

Timon gestures to the log:

TIMON (CONT'D)
This looks like a good spot to rustle up some grub.

They lift a log, revealing millions of insects. Timon scoops up some.

SIMBA
What's that?

TIMON
A grub. What's it look like?

Timon pops the grub in his mouth. Simba recoils in disgust.

TIMON (CONT'D)
Mmmm! Tastes like chicken.

Pumbaa slurps a big wormy thing, commenting:

PUMBAA
Slimy, yet satisfyin'.
(a beat)
You're gonna love it here.

While Timon collects a sampler of bugs which he eats and places on a leaf he uses as an attractive serving tray:

TIMON
This is the great life -- No rules, no responsibilities...

TIMON (CONT'D)
(re a bug)
Oooo...The little cream-filled kind.
(to Simba)
And best of all, no worries!
(to Simba)
Well, kid?...

Timon offers Simba the platter of bugs. He thinks a moment. Then caves:

SIMBA
Oh well... Hakuna Matata!

Simba eats a bug. Not bad.

TIMON
That's it! Hakuna Matata.

ALL THREE
Hakuna Matata.

During the final chorus, the trio dances and plays through various landscapes. In each one we see Simba has grown -- until he is a mane-toting adolescent.

CHORUS
(speaking)
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
IT MEANS NO WORRIES FOR THE REST OF YOUR DAYS
TAKE OUR PROBLEM-FREE PHILOSOPHY
(Pumbaa scats while Timon sings)
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA MATATA!
HAKUNA ...

SEQ. 9.2 (UNDER THE STARS)

EXT. JUNGLE - NIGHT

At the close of the song, we find Timon, Pumbaa and adolescent Simba lying on their backs under the night sky, looking up at the stars. It's like a campfire scene with campfire buddies.

They are silent for a moment. Then out of the blue:

PUMBAA
(wondrous)
Timon?

TIMON
Yeah?

PUMBAA
Ever wonder what those sparkly dots up there are?

TIMON
Pumbaa, I don't wonder. I know.

PUMBAA
Oh. What are they?

TIMON
They're fireflies. Fireflies that got stuck up on that big bluish black thing.

PUMBAA
Oh, gee -- I always thought they were balls of gas, burning billions of miles away.

TIMON
Pumbaa, with you everything's gas.

PUMBAA
Simba, what do you think?

SIMBA
Well... uh... Nah!

PUMBAA
Aw, c'mon, Simba. We told you ours.

SIMBA
Na...

TIMON
C'mon. Give. Give.

PUMBAA
Come on. We told 'ja ours. Please?

SIMBA
Well... somebody once told me the great kings of the past are up there -- watching over us.

PUMBAA
Really?

TIMON
Ya mean a bunch of royal dead guys are watchin' us?

Timon laughs it off.

TIMON (CONT'D)
Ha-ha-ha-ha... That's the craziest thing I ever heard!

Everybody LAUGHS uproariously.

TIMON (CONT'D)
Who told you something like that?

SIMBA
(laughing)
Ya. Pretty dumb, huh?

FULL SCREEN - STARRY SKY

pan down to:

SIMBA

Atop a nearby hill, he gazes up at the starry sky, a distant look in his eye. Then he asks:

SIMBA
Are you really there?

There is no response. He SIGHS and then tries to block it all out with his "mantra:"

SIMBA (CONT'D)
Hakuna Matata.

He flops down. The force of the impact sends milkweed airborne across the night sky.

THE JUNGLE CANOPY - CONTINUOUS

The airborne pieces of milkweed travel through the air...

SEQ. 12 (RAFIKI GETS SIMBA)

POLLEN

moves across the landscape... finally approaching a tree.

EXT. JUNGLE - CONTINUOUS

An baboon HAND POPS into frame. It collects the wind-borne objects and snaps shut. REVEAL

RAFIKI

the wise old baboon we met at Simba's Presentation sits in the branch of a tree. He clutches what he's just caught and dives down into the tree.

RAFIKI'S CAVE - CONTINUOUS

Rafiki takes a hollow tortoise shell and tosses in what he just collected. He cracks open a gourd. As he "reads" the contents, he idly takes a bite out of one half of the gourd. He takes a good long look at the contents of the shell, MUMBLES and then LAUGHS.

RAFIKI
Simba!...

He goes to a painting of a lion cub - that has the same marking on his forehead that Rafiki placed on Simba at his Presentation.

RAFIKI (CONT'D)
Simba...

He scurries to get his walking stick. Then he returns to the wall painting and smears something from one of his gourds around the head of the cub. Now the cub has a mane. Rafiki laughs joyfully.

RAFIKI (CONT'D)
It's time.

He grabs his walking stick and runs out.

SEQ. 15 (SIMBA AND NALA REUNITE)

EXT. EDGE OF THE JUNGLE - DAY

Timon and Pumbaa walk toward us, singing: (SONG: "THE LION SLEEPS TONIGHT")

PUMBAA
A WEEM A WEP
A WEEM A WEP

TIMON
IN THE JUNGLE, THE MIGHTY JUNGLE,
THE LION SLEEPS TONIGHT.

PUMBAA
A WEEM A WEP
A WEEM A WEP

Pumbaa notices a fat, juicy bug and follows it out of frame.

TIMON
IN THE JUNGLE, THE MIGHTY JUNGLE,
THE LION SLEEPS TONIGHT.

Timon doesn't hear Pumbaa's bass line. But he's lost in his own groove.

TIMON (CONT'D)
I can't hear ya, buddy.
(a beat)
Back me up.
(singing)
AH WHEEE-EEE-EEE-EEE-EEE
AH PUMBAAH MUH WAY
AH WHEEE-EEE-EEE-EEE-EEE
AH PUMBAAH MUH...
(realizing he's gone)
Pumbaa?...Pumbaa?

EXT. A TREE TRUNK - CONTINUOUS

Still HUMMING the "Ah-Whee-Muh-Way" tune, Pumbaa stalks the bug.

PUMBAA
(humming)
MM-MM-MM-MM-MM-MM.

It lands on a tree stump. Pumbaa quickly hides behind a tree. Then he cautiously stalks the bug... and gets stuck over the stump. He hears a CRACK in the distance. He listens, then calls:

PUMBAA
Timon?

There is no response, so he resumes his bug hunt. He comes eye to eye with the bug.

PUMBAA'S POV

Rack Focus to reveal:

A YOUNG LIONESS IN THE BRUSH

REVERSE ANGLE - ON PUMBAA

Scared to death. The lioness leaps into frame. A chase ensues, Pumbaa SQUEALING in fear. They run toward the jungle.

EXT. JUNGLE - CONTINUOUS

The lioness chases Pumbaa around a tree.

PUMBAA
Squeeeeeeal!

WITH TIMON

who hears the squeal.

TIMON
(calling)
Pumbaa? Pumbaa?

THE CHASE

Pumbaa runs under an arched root. His butt is too big to get through, so he gets stuck. Timon runs into frame.

TIMON
(to Pumbaa)
Hey, what's goin' on?

PUMBAA
She's gonna eat me!

TIMON
Huh?
(trying to free him)
Urfff! Why do I always have to save your...

Timon SEES the Lioness leaping for them. He freezes, screaming:

TIMON (CONT'D)
Aaaaa.

As the Lioness leaps, Simba (now an adolescent) jumps into frame and knocks her down. Timon takes a peek and sees the lions face off.

TIMON
(to Pumbaa)
Don't worry, buddy. I'm here for you. Everything's gonna be okay.

PUMBAA
Hey, what's happenin'?

Timon calls out:

TIMON
He's got her. Oh no! She's got him. Wow! Check out that move. He's movin' like a champ. Get her! Bite her head!
(a beat)
Oh, ow! That's gotta hurt. Go for the jugular...The jugular!
(to Pumbaa)
See, I told ya he'd come in handy.

With that, Nala flips Simba on his back and pins him to the ground -- the same way she did as a cub. She holds Simba there a beat. Simba thinks he recognizes her.

SIMBA
Nala?

Nala backs away in fear/shock.

SIMBA (CONT'D)
It's me -- Simba.

She steps back, unsure.

NALA
... Simba?

Simba gives her a reassuring smile. Nala realizes it is Simba and screams with amazement/glee:

NALA (CONT'D)
Aaaaaa!

Timon and Pumbaa witness this in disbelief. Dialogue overlaps.

NALA (CONT'D)
How did you...?

SIMBA
How did you...? Where did you...?
(a beat)
WOW!!!!

NALA
Where did you come from?

Simba gets tongue-tied, falters, finally saying:

SIMBA
It's great ta see ya!

NALA
Oh, it's great to see you.

TIMON
Hey! What's goin' on here?

SIMBA
What are you doing here?

NALA
What do you mean what am I doing here? What are you doing here?

SIMBA
I live here!

Timon tries again.

TIMON
HEY! -- WHAT'S GOIN' ON HERE?

SIMBA
Timon, this is Nala. She's my best friend.

TIMON
Friend? Friend??!

SIMBA
Yeah.
(calling)
Hey, Pumbaa!

Pumbaa extricates himself from the root with a POP!

SIMBA (CONT'D)
Come over here.
(introducing)
Nala, this is Pumbaa. Pumbaa -- Nala.

PUMBAA
Pleased to make your acquaintance!

NALA
The pleasure's all mine.

TIMON
Yeah, it's nice to m...

TIMON (CONT'D)
(stopping himself)
Whoa, whoa, whoa! Time out! Let me get this straight. You know her. She knows you. But she wants to eat him. And everybody's okay with this? Did I miss something?

SIMBA
Relax, Timon.

There is a moment.

NALA
Wait 'til everyone finds out you've been here all this time!... And your mother! What will she think?

Simba looks panic-stricken.

SIMBA
She doesn't have to know. Nobody has to know.

NALA
Of course they do! Everyone thinks you're dead.

SIMBA
They do?

NALA
Yes. Scar told us about the stampede.

SIMBA
(cagey/suspicious)
What else did he tell you?

NALA
What else matters? You're alive! And that means...
(oh, my God)
you're the king!

Simba is taken aback. Timon leaps up:

TIMON
"King?"
("oh, go on")
Pfffff! Lady, have you got your lions crossed!

NALA
No, he is the rightful king.

Pumbaa believes and is in awe. He moves respectfully toward Simba.

PUMBAA
The king! Your Majesty...

Pumbaa bows reverently and kisses Simba's paw.

SIMBA
Stop it...

PUMBAA
I gravel at your feet.

TIMON
It's not "gravel", it's grovel. And don't! He's not the king.
(to Simba)
Are ya?

SIMBA
No.

NALA
Simba!

SIMBA
No, I'm not the king. Maybe I was gonna be -- But that was a long time ago.
(upbeat)
Look. Things change. I'm finished with all that. I don't think about it any more.

TIMON
Let me get this straight. You're the king... and you never told us?

SIMBA
Remember, Timon, "Put your past behind you?"

TIMON
Well this is different!

SIMBA
Look, Timon. I'm still the same guy.

TIMON
But with power!

SIMBA
Stop it. I'm not a king.

PUMBAA
(atta boy)
Yes you are!

TIMON
And we're all in this together.

NALA
(to Timon/Pumbaa)
Could you guys excuse us for few minutes?

TIMON
Hey, whatever she has to say, she can say it in front of us. Right, Simba?

Simba gestures for them to leave.

SIMBA
Maybe you better go.

Timon throws up his arms and stomps off with Pumbaa.

TIMON
(fuming to Pumbaa)
Ya think ya know a guy...

PUMBAA
Come on, Timon. After all, he is the king.

TIMON
And what are we? The short subjects!

WITH SIMBA AND NALA - CONTINUOUS

Simba looks at the duo exiting, commenting:

SIMBA
Timon and Pumbaa -- You'll learn to love 'em.

The reality of the situation finally hits Nala. She looks at Simba, and her eyes well up with tears. Simba has never dealt with anything like this; so he isn't sure of what to do.

SIMBA (CONT'D)
What?... What is it?

NALA
It's like you're back from the dead. You don't know how much this could mean to everyone... what it means to me.

Overcome with emotion, Nala turns away, embarrassed by her tears. Now Simba is at even more of a loss.

SIMBA
Hey, it's okay.

NALA
(then:)
I've really missed you.

SIMBA
I've missed you, too.

There is a moment between them.

SEQ. 15.1 (COMIC LOVE SONG)

ANGLE - TIMON & PUMBAA

Spying on Simba and Nala from behind a fern.

TIMON
I tell ya Pumbaa, this stinks.

PUMBAA
Oh. Sorry.

TIMON
Not you. Them. Him; her; alooone.

PUMBAA
What's wrong with that?

While Simba shows Nala around -- in a series of lush, romantic settings, Timon and Pumbaa comment:

TIMON (to PUMBAA)
IF I SAID I LOVED YOU (PUMBAA: Huh?)
HAD YOU ON MY BRAIN (PUMBAA: Hey!)

Timon pinches Pumbaa's cheeks. Pumbaa pulls away. Timon climbs on Pumbaa's back and perches on his head.

TIMON (TO PUMBAA)
IT WOULD MEAN A ROMANTIC ATMOSPHERE
HAD RENDERED ME INSANE (PUMBAA: Yup)

Timon jumps off Pumbaa's nose -- to clarify

TIMON (TO PUMBAA)
THAT'S ONLY AN EXAMPLE
IT DON'T APPLY TO US (PUMBAA: Phew!)

LONG SHOT - NALA AND SIMBA

PUMBAA
BUT OVER THERE IT'S A DIFFERENT STORY
TIMON
AND ONE WE MUST DISCUSS

ANGLE - TIMON AND PUMBAA

singing their lament.

BOTH
OH CAN YOU FEEL THE LOVE TONIGHT?
ALL THE SIGNS ARE THERE
PUMBAA
SOME FIREFLIES AND TONS OF TENDERNESS
TIMON
DISASTER IN THE AIR

LONG SHOT - SIMBA AND NALA AT THE WATERFALL

TIMON
AND IF HE FALLS IN LOVE TONIGHT (PUMBAA: Oh no!)
IT CAN BE ASSUMED (PUMBAA: What)

Timon hides behind a tree on the bank. Pumbaa slides down the tree into frame. Nala and Simba weave in and out of the waterfall.

TIMON
HIS CAREFREE DAYS WITH US ARE HISTORY
BOTH
IN SHORT OUR PAL IS DOOMED

They hug and burst into tears.

TIMON/PUMBAA
Waaaaaaa....

SEQ. 15.3 (SIMBA & NALA ARGUE)

EXT. JUNGLE WITH SIMBA AND NALA - CONTINUOUS

SIMBA
(very "up")
Isn't this a great place? Nala, you're gonna love it here.

NALA
It is beautiful...

NALA (CONT'D)
(a beat)
But I don't understand something --
You've been alive all this time.
Why didn't you come back to Pride
Rock?

SIMBA
(very casual)
Well, I just needed to get out on my
own... live my own life. And I did!
And it's great!

NALA
We've really needed you at home.

SIMBA
No one needs me.

NALA
Yes we do. You're the king.

SIMBA
Nala, we've been through this. I'm
not the king. Scar is.

NALA
Simba, he let the hyenas take over
the Pride lands.

SIMBA
(genuine)
What?

NALA
I didn't know how to tell you.
Everything's destroyed. There's no
food, no water. Simba, if you don't
do something soon, everyone will
starve.

SIMBA
I can't go back.

Simba starts to exit. Nala goes to him.

NALA
Why?

SIMBA
You wouldn't understand.

NALA
What wouldn't I understand?

SIMBA
No, no, no... It doesn't matter. Hakuna Matata.

NALA
What?

SIMBA
Hakuna Matata. It's what I learned out here. Sometimes bad things happen,

NALA
(interrupting)
Simba...

SIMBA
(driving on)
and there's nothing you can do about it. So why worry?

Simba turns away from Nala.

NALA
Because it's your responsibility!
(a beat)
Simba, doesn't the Pride mean anything to you? Doesn't your mother mean anything to you?

He turns to her:

SIMBA
What about you? You left.

NALA
I left to find help. And I found you! Don't you understand? You're our only hope.

SIMBA
Sorry.

NALA
What's happened to you? You're not the Simba I remember.

SIMBA
You're right. I'm not. Now are you satisfied?

NALA
No. Just disappointed.

SIMBA
You know, you're starting to sound like my father.

NALA
Good. At least one of us does.

SIMBA
Listen! You think you can just show up and tell me how to live my life? You don't even know what I've been through.

Simba turns and leaves. Infuriated, Nala calls:

NALA
Then tell me!

SEQ. 16 ("TO BE OR NOT TO BE"/REFLECTING POOL/MUFASA'S GHOST)

EXT. JUNGLE - NIGHT - A SHORT TIME LATER

Lost in thought, Simba sits on a rock and stares up at the twinkling sky.

SIMBA
I don't care what anybody says. I won't go back. What would it prove, anyway? It won't change anything -- You can't change the past.
(re stars)
You told me you'd always be there for me -- but you're not. There's nothing out there. There's nothing to believe in anymore. Nothing. Nothing.

He sits quietly. He is interrupted by an odd little tune.

RAFIKI'S VOICE
(singing)
ASANTE SANA. SQUASH BANANA.
WE WE NUGU. MI MI APANA.

Up in a nearby tree, he sees the silhouette of a figure - whose angles match those of the gnarled branches. Simba moves away in search of solitude.

EXT. FALLEN TREE TRUNK - MOMENTS LATER

Simba rests on a fallen tree trunk that bridges a stream - which reflects the stars and Simba's melancholy look.

SIMBA
Sigh...

PLOP! a stone lands in the water below. Then:

RAFIKI'S VOICE
(singing)
ASANTE SANA. SQUASH BANANA.
WE WE NUGU. MI MI APANA.

Simba calls up.

SIMBA
Come on! Will ya cut it out?

Simba walks away again. Rafiki follows.

RAFIKI
Can't cut it out. It'll grow right back!

SIMBA
Would you stop following me?

Rafiki continues to shadow him.

SIMBA (CONT'D)
Who are you?

Rafiki comes right up to Simba.

RAFIKI
The question is: who are you?

Simba thinks a moment.

SIMBA
(a sigh, then:)
I thought I knew. Now I'm not so sure.

RAFIKI
I know who you are. Shhh... Come here. It's a secret.

Simba leans his ear toward Rafiki.

RAFIKI (CONT'D)
(singing)
ASANTE SANA. SQUASH BANANA.
WE WE NUGU. MI MI APANA.

While Rafiki continues singing:

SIMBA
Enough already!
(a beat)
What is that supposed to mean, anyway?

RAFIKI
It means you're a baboon, and I'm not!
(laughing)
Hee-hee-hee.

SIMBA
I think you're a little confused.

Simba begins to exit. Rafiki's finger pokes Simba in the nose.

RAFIKI
Wrong! I'm not the one who's confused. You don't even know who you are.

SIMBA
And I suppose <u>you</u> know?

RAFIKI
Sure do. You're Mufasa's boy. Bye.

Simba is in shock. Rafiki scoots away. Simba chases after him.

SIMBA
Hey! Wait!

LONG SHOT - PLAINS

Simba's silhouetted form races up the hill.

EXT. HILL TOP - LATER

Rafiki sits calmly, guru-style on the top of a hill. Huffing and puffing, Simba finishes his climb up to Rafiki.

SIMBA
You knew my father?

RAFIKI
Correction. I <u>know</u> your father.

SIMBA
I hate to tell you this, but my father died a long time ago.

RAFIKI
Nope. Wrong again.

Rafiki walks toward thick jungle underbrush, calling back to Simba.

RAFIKI (CONT'D)
He's alive! I'll show him to you. You follow old Rafiki. He knows the way.

Rafiki disappears through a small opening of a bower. Simba goes over and looks in. He considers a moment, then disappears inside.

INT. JUNGLE - NIGHT

Dark, dense foliage. Simba tries to keep up with agile, fast-moving Rafiki who calls back:

RAFIKI
Hurry up! Don't dawdle! Mufasa's waiting!

Rafiki dashes through the trees, hanging branches and vines. Simba has a hard time following.

SIMBA
Hey! Whoa! Wait!... Wait a second!... Would you slow down!

RAFIKI
Come on-come on!
ASANTE SANA. SQUASH BANANA.
WE WE NUGU. MI MI APANA.

SIMBA
Wait. Will you wait? Wait a second.

Rafiki seems to be gone. Simba presses on through the thick underbrush. He looks up and sees Rafiki in a tree. Then Rafiki is gone. Baffled, Simba continues on. Until:

Rafiki's hand pushes up in Simba's face.

RAFIKI
Stop!

Rafiki approaches a curtain of tall reeds. He parts them, directing Simba:

RAFIKI (CONT'D)
Shhhh... Look down there.

EXT. REFLECTING POOL - NIGHT

Simba anxiously, cautiously looks in a pool of water. He sees the REFLECTION OF A LION.

SIMBA
That's not my father. It's just my reflection.

RAFIKI
No...

Rafiki directs Simba's line of vision.

RAFIKI (CONT'D)
Look harder...

ANGLE - REFLECTING POOL

The lion reflection changes to a reflection of Mufasa's image. Simba gasps.

RAFIKI (CONT'D)
You see -- He lives in you.

MUFASA
Simba...

Simba looks up to see where the Voice is coming from. He knows it belongs to his dad. Something magical starts to happen: The image of Mufasa begins to build itself. At first it is frightening.

SIMBA
Father?

MUFASA
Simba, have you forgotten me?

SIMBA
No! How could I?

The ghost's presence starts to become the atmosphere - big, colorful, full of magic light.

MUFASA
You have forgotten who you are, and so, have forgotten me.

The vision becomes more warm and loving.

MUFASA (CONT'D)
Look inside yourself, Simba. You are more than what you have become. You must take your place in the Circle of Life.

We are now comfortable with the image.

SIMBA
How can I go back. I'm not who I used to be.

MUFASA
Remember who you are... You are my son and the one true king.

The vision starts to fade...

MUFASA (CONT'D)
Remember who you are...

and fade...

SIMBA
No! Please! Don't leave me!

and fade...

MUFASA
Remember...

and fade...

SIMBA
Father...

MUFASA
Remember... Remember...

The vision is gone.

PULL BACK to show Simba under a huge field of stars.

SEQ. 17 (WHO'S THE MONKEY?)

EXT. JUNGLE GLADE - LATER THAT NIGHT

We hear: SNORING.

ANGLE - TIMON AND PUMBAA

SNORING continues. Timon rises and falls from frame. WIDEN TO REVEAL: Timon is curled up on Pumbaa's tummy and rises and falls with each of Pumbaa's SNORES.

FULL SHOT

Nala enters frame and nudges Timon. Timon smiles.

NALA
Psst... Wake up.

Timon opens his eyes drowsily and sees:

A HUGE LIONESS FACE

looming over him.

FULL SHOT

Timon leaps out of frame. He SCREAMS in fear:

TIMON
Aaaaa!

Pumbaa awakens and catches Timon's panic and SCREAMS with Timon:

PUMBAA & TIMON (TOGETHER)
Aaaaaa!

Nala tries to calm them.

NALA
It's okay. It's okay. It's me.

They stop screaming.

TIMON
Don't ever do that again.
(under breath)
Carnivores. Oy!

NALA
Have you guys seen Simba?

TIMON
I thought he was with you.

NALA
He was. But now I can't find him.
Where is he?

PUMBAA
I don't know.

TIMON
He's gotta be someplace.

From up in a nearby tree, comes Rafiki's LAUGH.

RAFIKI
Ha, ha. Ha, ha.
(then)
You won't find him here. The king has returned.

NALA
(amazed/excited)
I can't believe it. He's really gone back.

TIMON
Gone back? What do you mean?
(to Rafiki)
Hey!

But Rafiki is gone.

TIMON (CONT'D)
What's goin' on here? Who's the monkey?

NALA
Simba's gone back to challenge Scar.

TIMON
Who?

NALA
Scar.

PUMBAA
Who's got a scar?

NALA
No-no-no -- It's his uncle.

TIMON
The monkey's his uncle?

NALA
No. Simba's gone back to challenge his uncle to take his place as king.

TIMON & PUMBAA/ TOGETHER
(dawning)
Ohh-hhh...

TIMON
(panicked)
You mean Simba's marchin' off into the jaws of death?
(sobbing)
Oh, Simba... My pal... My buddy...

TIMON (CONT'D)
(angry)
That idiot!

NALA
You don't understand, Timon.

TIMON
I don't understand? I don't understand? Youuu don't understand.

Nala starts to leave.

TIMON (CONT'D)
Hey! Where are you goin'?

NALA
I'm going with him.

PUMBAA
I'm goin', too.

TIMON
Not you, too!

PUMBAA
Yup! It's about responsibility.

TIMON
(world crashing)
But what about Hakuna Matata?

PUMBAA
Timon, there comes a time in life when one must take fate into one's own hands. And like Simba, who marches off into the face of death, I too, go to meet my destiny...as his faithful friend.

Pumbaa exits. Timon thinks a beat, then rants:

TIMON
Fine! Good! Who needs ya!
(kid-like)
Now I'm king of the jungle!
(looks around)
Where's my scepter?

SEQ. 17.1 (PRE-BATTLE BONDING)

CLOSE-UP - SIMBA'S FEET

running across desert.

LONG SHOT - SAND DUNE

As Simba crosses, a breeze erases his tracks.

FULL SHOT - SUN

DOWN ANGLE - SIMBA

running across cracked earth. His shadow is huge.

SIMBA

crests a rise, races downhill and exits -- Large storm clouds roll in behind him.

CLOSE-UP - GROUND

Simba's paw enters frame. TRUCK OUT to see Simba walk through the desolate land.

EXT. CLIFF

Simba enters to see:

EXT. SAVANNAH - DUSK

Parched earth. The horizon filled with a sea of dried bones. No plant life. In the distance -- Pride Rock.

REVERSE ANGLE - SIMBA

horrified at the devastation.

SIMBA
What has he done? What have I done?

Nala enters frame and stops near Simba.

SIMBA (CONT'D)
Nala...

NALA
Simba...

They nuzzle. The enormity of Simba's task hits him.

SIMBA
This isn't going to be easy.

NALA
We'll see it through to the end.
Together.

There is a moment.

SIMBA
(from their youth)
Deal?

NALA
Deal.

Pumbaa trots in.

PUMBAA
Deal me in, too!

SIMBA
Pumbaa ?!

PUMBAA
At your service, Your Kingship!
(speech time)
I don't know what's gonna happen out there -- All I know is we're goin' into this thing together!

Timon trots in.

TIMON
Not without me, ya won't.

SIMBA/NALA/PUMBAA (TOGETHER)
Timon?!!

TIMON
What? You think I'm gonna let you get killed without my help?
(then:)
Okay, Your Worship.
(saluting)
What'll it be?

SIMBA
I'm thinkin'... I'm thinkin'.

And they all head toward Pride Rock.

SCAR
(exasperated)
Oh -- must I do everything?!

Scar exits.

ANGLE - A ROCK

Two hyenas in f.g. fight over a bone. One of them flies against the rock. Simba, Nala, Timon and Pumbaa peek out, surveying the area. Timon is having second thoughts.

TIMON
Jeeze, look at all those... teeth. Are you sure this is such a good idea?

The hyena gets up. Everybody ducks behind the rock but Timon. Simba's paw POPS UP into frame and pushes Timon down behind the rock, just as the hyena looks up. The hyena exits.

The quartet's heads pop up.

TIMON
Maybe we should try this tomorrow.

PUMBAA
Timon!

There is a beat. Simba assesses the situation. He nods:

SIMBA
Now.

TIMON
Oh well, Hakuna Ma...
(throwing arms up)
Forget-about-it!

LONG SHOT

Hyenas everywhere.

ANGLE - A ROCK

Timon and Pumbaa soft-shoe into frame. They "play" vaudeville-style to a sea of hyenas... whom they pretend aren't there. Timon tries his best to mask his jitters.

TIMON
Say, Pumbaa -- haven't you put on a few pounds?

SEQ. 18 (SIMBA ARRIVES AT PRIDE ROCK)

WIDE SHOT - PRIDE ROCK (LATE AFTERNOON)

Truck in past a hoard of hyenas.

INT. SCAR'S CAVE - DAY (CONTINUOUS)

Scar reclines, gnawing on a bone. A bedraggled Zazu, imprisoned under an animal rib cage, PATHETICALLY SINGS.

ZAZU
(singing)
NOBODY KNOWS THE TROUBLE I'VE SEEN
NOBODY KNOWS MY SORROW...

SCAR
Oh, Zazu -- lighten up. Sing something with a little bounce in it!

Zazu looks miffed, then finally gives it the old college try -- but without much conviction.

ZAZU
(singing)
IT'S A SMALL WORLD AFTER ALL
IT'S A SMALL...

SCAR
No! Anything but that!

Zazu starts again, deadpan.

ZAZU
(singing)
I'VE GOT A LOVERLY BUNCH OF
COCONUTS (DEEDLE-DEE)
THERE THEY ARE A STANDING IN A ROW,
(BUMP-DA-BUMP)
BIG ONES, SMALL ONES
SCAR/ZAZU (TOGETHER)
SOME AS BIG AS YOUR HEAD ...
GIVE EM A TWIST
A FLICK OF THE WRIST...

ZAZU
(under breath)
I would never have had to do this for Mufasa.

Scar leaps off his pedestal.

SCAR
(exploding)
What?

ZAZU
(meekly)
Nothing.

SCAR
(livid)
You know the law! Never, ever mention that name in my presence. I am the king!

ZAZU
(back pedaling)
Yes, Sire. You are the king.
(vamping)
I... uh... only mention it to... illustrate the differences in your royal managerial approaches.

SCAR
Oh... Go on.

ZAZU
Well...
("Mu-fa-sa")
"Mm-mm-mm"
(ironic butter-up)
was a great king. But you, Sire -- you re-define the word "king."

SCAR
(savoring it)
...Continue...

ZAZU
Only you could rule the Pride as... only... you... do.

Shenzi, Banzai and Ed run in.

SHENZI
Hey, Boss!

BANAZI
We got a bone to pick with you.

SCAR
Oh.
(to Zazu)
Just when you were warming up.
(aloof, to hyenas)
What is it?

SHENZI
(chummy)
Scar, you know we love you, and you're the kingliest of kings, but there is one teensie problem.
(urgent)
It's dinner time, and we done run outta entrees.

BANZAI
Yeah. And there's no food, either.

SHENZI
Well, how about it, Scar?

SCAR
I'm the king, not the cook!

BANZAI
(under his breath)
And I thought things were bad under Mufasa.

SCAR
(exploding)
What did you say?

BANZAI
I said "Mu-"...

Shenzi shoves him.

BANZAI (CONT'D)
... -urf. I said "Que pasa!"

SCAR
Good.

SHENZI
Yeah. But we're still hungry.

SCAR
It's the lionesses job to do the hunting!

BANZAI
Yeah. But they won't go hunt.

SHENZI
Make 'em. You're the big cheese.

BANZAI
Whose got some cheese?

PUMBAA
You noticed!

TIMON
Why, I bet you could feed a family of four!

PUMBAA
At least!
(a beat)
Picture me rollin' in butter. Roley-poley, roley-poley, roley-poley.

WITH SIMBA AND NALA - CONTINUOUS

As the hyenas' attention is diverted by Timon and Pumbaa, they pass behind them.

WITH TIMON AND PUMBAA - CONTINUOUS

TIMON
Okay, my roley-poley buddy, I say it's time we turn into FAST FOOD!

And they run off, pursued by the hyenas.

WITH SIMBA

as he hears:

SCAR (O.S.)
(calling)
SA-RAAA-BIIII!!!!!!!!!!!!!

SCAR'S ECHO
Sarabi-Sarabi-Sarabi!!!

SIMBA'S POV

Of Sarabi walking the gauntlet from the back of the crowd to the front -- head held high. Nobody moves. The hyenas stare at her ominously. An eerie wind WHOOOSHES across the plain.

WITH SCAR AND SARABI

The wind whips Scar's mane. Lightning strikes in the distance.

SARABI
Yes, Scar?

SCAR
Where is your hunting party? They're not doing their job.

SARABI
Scar, there is no food. The herds have moved on.

SCAR
No! They're just not looking hard enough.

SARABI
It's over, Scar. There is nothing left. We have only one choice. We must leave Pride Rock.

SCAR
We're not going anywhere.

SARABI
Then you are sentencing us to death.

SCAR
Then so be it.

SARABI
You can't do that.

SCAR
I am the king, and I can do whatever I want!

SARABI
If you were half the king Mufasa was, you would never do...

SCAR
I AM TEN TIMES THE KING MUFASA WAS!

Scar strikes Sarabi, and she falls.

SCAR'S ECHO
Mufasa-Mufasa-Mufasa...

Heat lightning flashes. The thunder becomes a ROAR.

SEQ. 19 (THE FIGHT)

EXT. PRIDE ROCK - DUSK

The ROAR continues. Heat lightning illuminates the shadowy FIGURE of a LION. It is Simba -- who has witnessed Scar's treachery. Simba charges down the rock.

SCAR

skitters away in fear:

SCAR
Mufasa? -- No! -- It can't be. You're dead! Go away. Go! Leave me alone!

Simba stands near his mother. Sarabi lifts her head... unsure of who the stranger is.

SARABI
(groggy)
Mufasa?

SIMBA
No. It's me.

SARABI
(weakly)
Simba... You're alive.

SIMBA
I'm home.

Scar regains his confidence.

SCAR
Simba!
(nervous laugh)
Simba. I'm a little surprised to see <u>you</u> --
(glares at hyenas)
<u>alive</u>.

ANGLE - SHENZI, BANZAI & ED

HYENA TRIO
Gulp!

And they duck behind a rock.

WITH SIMBA AND SCAR

Simba silently stalks Scar -- who backs away. Scar tries to hold him off:

SCAR
Stroke of bad timing your showing up when you did.

SIMBA
I'd say I'm right on time.

Simba lunges at Scar. They tussle. Scar gets away.

SCAR
Oh, Simba -- You must understand.
The pressures of ruling a kingdom...

SIMBA
(interrupting)
Are no longer yours.

Simba leaps for him again.

SIMBA (CONT'D)
Step down, Scar.

SCAR
(patronizing)
Oh. Well, I would, of course. But
there is one little problem.

WE HEAR eerie laughter of the hyenas.

HYENAS (O.S.)
Hee-hee-hee-hee...

ZIP PAN:

TONS OF HYENAS

rush in, LAUGHING violently. They are all over Simba -- who desperately tries to fight them off.

ANGLE - SARABI

SARABI
Simba!

SURROUNDING FLATLANDS - CONTINUOUS

Lightning strikes closer to Pride Rock, igniting the land.

WITH SCAR AND SIMBA

The hyenas pulverize Simba. Scar finally shouts an order:

SCAR
Enough!

The hyenas immediately stop and part down the center.

Scar cooly walks through the parted crowd -- toward Simba -- who is weakened by his injuries and dangerously near the edge of the promontory. Simba struggles to keep from sliding off the rock to his death. Loose stones give way, causing him more trouble. Scar looms in for the kill.

SCAR
Poor pathetic Simba. Ever since you were a cub, wherever you went, disaster followed.

SIMBA
Step down, Scar.

SCAR
Always rushing headlong into trouble -- But "Daddy" was always there to save you. As I recall, "Daddy" died trying to save you.

SIMBA
It was an accident.

SCAR
And that's why you ran away?
(to Sarabi)
Not very kingly, eh, Sarabi?

SIMBA
I was wrong.

SCAR
You were <u>always</u> wrong. And look where you are now. But this time... "Daddy" isn't here to save you.

Simba slips back off the promontory and SCREAMS:

SIMBA
Aaaaaa!

He dangles off the edge of the rock, his claws losing their hold with each passing second.

Simba doesn't know it, but he is in the exact same position his father was before his death. Scar savors the moment.

SCAR
Now this looks familiar. Where have I seen this before? Let me think...
(brightening)
Oh, yes -- I remember! That's just the way your father looked before I killed him.

Simba ROARS and leaps for Scar, hitting him like a freight train. They fight. Simba flips Scar. The hyenas freeze while and Simba holds Scar down:

SIMBA
You killed him! All this time, I hated myself -- when you're the one who did it!

Scar calls to his army:

SCAR
Help me, you idiots!

Scar's legions rally around him. Scar and Simba fight through the crush of hyenas.

WE HEAR: the lionesses ROAR.

ZIP PAN TO:

NALA AND THE LIONESSES

ready to leap into the fight.

ANGLE - THE HYENAS

bug-eyed, as the lionesses run in and start driving them off. One hyena gets tossed airborne. It is Banzai.

WITH BANZAI

airborne -- He flies in:

INT. SCAR'S CAVE - CONTINUOUS

He crashes into Zazu's ribcage prison, smashing it, freeing Zazu.

EXT. CAVE - MOMENTS LATER

Banzai runs out -- with Zazu WILDLY PECKING him. Banzai screams in pain:

BANZAI
Ow! Oo! Ow! Oo! Ow! Oo! Ow! Oo!

Ed runs to help Banzai.

WITH BANZAI AND ED

They've got Zazu. Banzai leers:

BANZAI (CONT'D)
Hasta la vista, Birdie!

REVERSE ANGLE

Timon, aboard a charging Pumbaa, runs in, war whooping:

TIMON
Eeeee-yaaaaa!

TOP OF HILL

Pumbaa and Timon butt the hyenas off the cliff.

BANZAI AND ED - LONG SHOT

catapulting through the smokey sky. As they tumble:

ED
Hee-hee-hee-hee-hee!

BANZAI
It's not funny, Ed.

WITH TIMON, PUMBAA AND ED

Watching the hyenas fly toward a flaming tree.

BANZAI AND ED

hit the burning tree.

WITH SIMBA

Breaking free of the fighting hyenas.

Simba looks around the area. There is no sign of Scar.

LIGHTNING FLASH

reveals Scar, sneaking up Pride Rock.

SIMBA

runs after Scar -- through flames and smoke up the steep incline.

EXT. TOP OF PRIDE ROCK - MOMENTS LATER

Simba emerges from a wall of flame -- his mane smoking.

SIMBA
Murderer!

EXT. TOP OF PRIDE ROCK - DUSK

Scar cowers at the edge of the promontory. Simba stalks him.

ANGLE - SHENZI

Unseen by both Scar and Simba, she creeps up behind them.

ANGLE - SIMBA AND SCAR

Scar tries to calm Simba by being his same old, in-control, manipulative self.

SCAR
Simba, you don't understand. It wasn't me. I didn't kill your father. It was the hyenas. They're evil. They'll stop at nothing. I was outnumbered. I had to say that.

ANGLE - SHENZI

Reacting to the betrayal. That's it. She's gone.

WITH SIMBA AND SCAR

Simba is neutral. We aren't sure what he thinks about Scar's new information.

SCAR (CONT'D)
Simba-Simba, they are the enemy. I am your family. Now that you're back... Together, we can defeat them! We'll start right now! Come, come -- Tell me -- What shall I do?

Old advice resonates:

SIMBA
Run away, Scar. Run. Run away and never return.

Simba lets Scar up. Scar starts to slink off.

SCAR
Yes. Of course. As you wish... Your... *Majesty.*

Scar LUNGES for Simba. Simba moves quickly and flips him with the signature "Nala flip" -- sending Scar over the edge of Pride Rock.

ANGLE - BASE OF PRIDE ROCK

Scar lands in the smoldering embers. He sees:

ANGLE - PACK OF HYENAS

emerging from the flames, walking toward Scar, YIPING:

HYENAS
Hee-hee-hee-hee-hee-hee-hee!

SCAR

smiles...

SCAR
My friends.

The number of hyenas increases. Their LAUGHTER becomes an eerie/menacing choir.

HYENAS
Hee-hee-hee-hee-hee-hee-hee-hee-hee-
hee-hee-hee-hee-hee-hee-hee!

THE HYENAS

eyes glaring, advance on Scar.

SCAR

his eyes widen; his smile melts into a look of horror.

SCAR (CONT'D)
No! ... No! ... No!

HYENAS
Hee-hee-hee-hee-hee-hee-hee-hee-hee-
hee-hee-hee-hee-hee-hee-hee-hee...

ANGLE - SHADOW ON THE WALL

The hyenas leap on Scar. He SCREAMS.

SCAR (CONT'D)
Aaaaaaaa!

HYENAS
Hee-hee-hee-hee-hee-hee-hee-hee-hee-
hee-hee-hee-hee-hee...

FULL SHOT

Flames spread closer and closer and fill the screen... until the laughter is extinguished.

SEQ. 20 (EPILOGUE/CIRCLE OF LIFE REPRISE)

(MUSIC: "CIRCLE OF LIFE")

LONG SHOT - PRIDE ROCK - MOMENTS LATER

Rain falls, drenching the flames.

NALA

helps Sarabi up.

TIMON, PUMBAA AND ZAZU

stand with the lionesses. Nala and Sarabi reunite. All look up to see:

SIMBA

Limping, slowly making his way through the rain up Pride Rock.

SIMBA - CLOSE

looks out over his kingdom.

SUMMIT OF PRIDE ROCK - CONTINUOUS

Simba lets out a magnificent ROAR.

LIONESSES

look up from below and answer back with JOYOUS ROARS.

PRIDE ROCK - LONG SHOT

rainy, grey. In the foreground, an acacia tree blackened and damaged by the fire...

MATCH DISSOLVE TO:

PRIDE ROCK - LONG SHOT

brilliant, flourishing. In the foreground, the acacia tree in full bloom.

Herds of animals have gathered.

SUMMIT OF PRIDE ROCK - CONTINUOUS

Simba looks out over his kingdom. He turns and looks at:

FULL SHOT

Rafiki, Sarabi and Nala -- who cradles their newborn CUB. Nala and Simba nuzzle.

ZAZU

presents Timon and Pumbaa -- who approach the newborn cub and bow reverently.

FULL SHOT

Timon presents a banana leaf-wrapped gift to the newborn. It is a bug -- that promptly flies away. Darn.

Simba laughs.

RAFIKI

anoints the newborn cub with goop from his gourds.

FULL SHOT

Rafiki sprinkles dust over the cub. The cub SNEEZES. So does Simba. Nala gives Simba an affectionate look and a kiss.

Rafiki ever so carefully picks up the newborn cub. Rafiki and Simba share a glance. Then Simba and Nala.

SUMMIT OF PRIDE ROCK

Rafiki carries the cub to the edge of Pride Rock.

Rafiki holds the cub up for all to see.

FADE TO BLACK

THE END